

Annual Corporate Corporate Governance

Year end-date: 31-12-2025

Tax ID number (CIF): A28157360

Address: Paseo de la Castellana 29, 28046 Madrid.

Letter from the Chair of the Board of Directors of Bankinter:

In 2025, Bankinter celebrated the 60th anniversary of its founding. We have arrived here deeply rooted in the corporate values that have always been our hallmark: sustainability, which is responsible performance in all aspects of our activity and for all stakeholders; innovation and agility in managing change and the firm commitment of all the people who make up the Group.

To achieve this, we have a robust corporate governance model which, under the leadership and supervision of the Board, serves the essential objective of creating long-term value for all our stakeholders. And indeed, our Board is distinguished by its strong internal cohesion and by its firm commitment to the Group's progress, as consistently demonstrated, year after year, through the assessments of our performance, both internal and external. This is reflected in the fact that Bankinter complies with all applicable recommendations of the Code of Good Governance.

For the 2026 financial year, the Board has decided to convene the General Meeting in an exclusively telematic format. We intended to do so while facilitating the effective participation of our shareholders and the full exercise of their rights from anywhere, in an agile, accessible and secure manner. This initiative is part of the Bank's digital transformation process in alignment with the most advanced international practices corporate governance in leading jurisdictions such as the US and Europe.

Technology transformation has accelerated at an unprecedented pace owing to the development of artificial intelligence which, while offering enormous opportunities, poses strategic and operational challenges of an unprecedented nature. In 2025, Bankinter launched a series of strategic initiatives aimed at taking advantage of this immense opportunity and addressing the challenges it presents, combining a clear strategic direction with the active involvement of all employees. This new model reinforces Bankinter's commitment to a responsible, exacting and differential digital transformation.

Sustainability has always been a universal priority for the entire Bankinter Group, which it has given new momentum in recent years with significant environmental, social and governance actions. I wish to highlight the fact that in 2025, Bankinter was included for the eighth consecutive year in the worldwide Dow Jones Sustainability Index (DJSI), an index that features the most sustainable companies at a global level.

In 2026, the economy in general, and the banking sector in particular, face significant challenges in many different areas, which at the same time constitute opportunities that Bankinter is in a position to take advantage of.

On behalf of the Board of Directors, I would like to conclude by expressing our sincere thanks to the employees of Bankinter for their dedication, enthusiasm and professionalism. And likewise, we extend our gratitude to all our shareholders for their trust and support.

María Dolores Dancausa Treviño
Chair

Contents

1.- IMPROVEMENTS IN CORPORATE GOVERNANCE IN THE BANKINTER GROUP IN 2025 AND PRIORITIES FOR 2026

- 1.1. Changes in the composition of the governing bodies. Effectiveness of the operation of the Board**
- 1.2 Sustainability**
- 1.3 Innovation, Technology and Digitalisation**
- 1.4 Bankinter Group regulatory framework for corporate governance: continuously adapting to regulatory demands and best practices**
- 1.5 Annual General Meeting**
- 1.6 Fulfilment of priorities for 2025**
- 1.7 Priorities for 2026**

2. OWNERSHIP STRUCTURE

- 2.1 Share capital**
- 2.2 Distribution of share capital by shareholder category**
- 2.3 Share performance and trading in 2025**
- 2.4 Shareholders' agreements and other disclosures regarding relationships among shareholders**
- 2.5 Current proxy agreements adopted by the Annual General Meeting in relation to share capital**

3. DISCLOSURE OF INFORMATION AND SHAREHOLDER RIGHTS. ANNUAL GENERAL MEETING

- 3.1 Dialogue with shareholders**
- 3.2 Shareholder rights**
- 3.3 Dividend policy**
- 3.4 Annual General Meeting**

4. BOARD OF DIRECTORS

- 4.1 Composition of the Board of Directors**
- 4.2 Diversity in the Board of Directors**
- 4.3 Regulations of the Board of Directors**
- 4.4 Director Selection and Succession Policy**
 - 4.4.1.- Director succession**
 - 4.4.2 - Director selection**
- 4.5 Appointment, re-election and removal of directors**
- 4.6 Training of Board members**
- 4.7. Preparation and conduct of Board meetings.**
- 4.8. Board committees.**
- 4.9. Number of Board and Board Committee meetings in 2025**
- 4.10 Director attendance**
- 4.11. Evaluation of the Board and its Committees**

4.12 Remuneration received by the Board of Directors as a whole**4.13 Audit****5 - SENIOR MANAGEMENT****5.1. Composition of senior management (excluding executive directors)****5.2. Global remuneration of senior management.****6. RELATED PARTY AND INTRAGROUP TRANSACTIONS****7. RISK MANAGEMENT AND CONTROL SYSTEMS****7.1. Governance****7.2. Model of three lines of defence****7.3. Materialisation of risks during the 2025 financial year and response and supervision plans for the main risks of Bankinter and its Group****8. INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT OVER FINANCIAL REPORTING (ICFR)****8.1 The entity's control environment in relation to financial reporting****8.2. Financial reporting risk assessment****8.3 Financial reporting control activities****8.4 Main characteristics of the process of drawing up financial information**

8.4.1.- Internal control policies and procedures for financial reporting systems

8.4.2 Internal control policies and procedures for overseeing the management of outsourced activities, and the engagement of independent experts for appraisal, calculation or valuation services, when these may have a material impact on the financial statements

8.5 Information and communication

8.5.1.- Specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation

8.5.2.- Measures for capturing and preparing financial information

8.6 Supervision of the functioning of the system

8.6.1 Supervision of ICFR and scope

8.6.2.- Discussion procedure for significant weaknesses encountered and action plan

8.7 Other relevant information: review by the auditor of information about the ICFR model.**9. OTHER ADDITIONAL INFORMATION**

- **Approval date of the report**
- **Table of cross references between the report and sections of the annual corporate governance report on listed companies using the CNMV template**
- **Degree of compliance with corporate governance recommendations**
- **Statistical template of the annual corporate governance report**

Bankinter's Board of Directors, at the proposal of its Sustainability and Appointments Committee, has drawn up this Annual Corporate Governance Report using the free format, in accordance with Spanish National Securities Market Commission (CNMV) Circular 2/2018.

As in previous years, the report is accompanied by the statistical annex of the Annual Corporate Governance Report, which includes the "Degree of compliance with Corporate Governance Recommendations". There is also an annex with a table of cross-references indicating other sections of this report (or in the Management Report, the Annual Report or the Annual Financial Statements) where the information contained in each section of the standardised format outlined in CNMV Circular 5/2013 of 12 June, establishing the templates for the annual corporate governance reports of listed public limited companies, can be found.

The purpose is to provide a comprehensive view of Bankinter Group's general corporate governance practices and those of its parent company, Bankinter, S.A., in a single document with a more rational and organised structure. This aims to enhance the transparency of the Company's corporate governance system while at the same time ensuring that the report contains all the disclosures required in that regulation.

1.- IMPROVEMENTS IN CORPORATE GOVERNANCE IN THE BANKINTER GROUP IN 2025 AND PRIORITIES FOR 2026

In 2025, Bankinter, S.A (hereinafter, "**Bankinter**", the "**Bank**" or the "**Company**" or the **Entity**") continued to implement a number of improvements in its corporate governance system in order to enhance transparency, efficiency and responsibility within the organisation. These improvements seek to ensure compliance with regulatory requirements and to meet the expectations of stakeholders, maintaining Bankinter's position as a benchmark for good corporate governance.

One of the pillars of Bankinter Group (hereinafter, the "**Group**") is its internal organisation and unceasing commitment to sustainability; i.e. responsible performance in all its areas of operations. In the area of internal governance, this results in a robust corporate governance model underpinned by: a board and board committees with the right size and composition to ensure diversity and effectiveness; sound internal decision-making processes; and a clear corporate structure, with well-defined lines of responsibility to guarantee that risks are properly identified, assessed and managed in all of the regions in which it operates.

Under the Board's leadership and oversight, this model helps achieve the core objective of long-term value creation for all stakeholders: shareholders, customers, employees and society as a whole.

Bankinter complies with 61 of the 64 recommendations of the risk management and control of the CNMV (the "**Good Governance Code**"). Additionally, it is partially compliant with one recommendation, and another **two recommendations do not apply to it**. This means that Bankinter's compliance rate with the applicable Good Governance Code recommendations stands above 98%. This Report includes an explanation regarding the partial compliance with recommendation 34. Furthermore, recommendations 2 and 11 are not considered applicable, given that Bankinter: (i) it is not a company that is controlled by another listed or unlisted entity, within the meaning of Article 42 of the Commercial Code; and (ii) it does not plan to pay attendance fees to the Annual General Meeting.

Some of the new features and improvements made in 2025 are highlighted below, with more detailed descriptions provided in later sections of this report.

1.1 Changes in the composition of the governing bodies. Effectiveness of the operation of the Board.

Bankinter has a robust governance structure, characterised by a distribution of responsibilities and well-defined checks and balances, with a non-executive chair of the board of directors, an executive Vice-chair, with duties directly related to i) the management of the entity's risks ii) business and corporate development and strategy, and iii) Investment banking; and a CEO, responsible for the ordinary management of the business. This triangular structure is recognised as one of the keys to the Entity's performance.

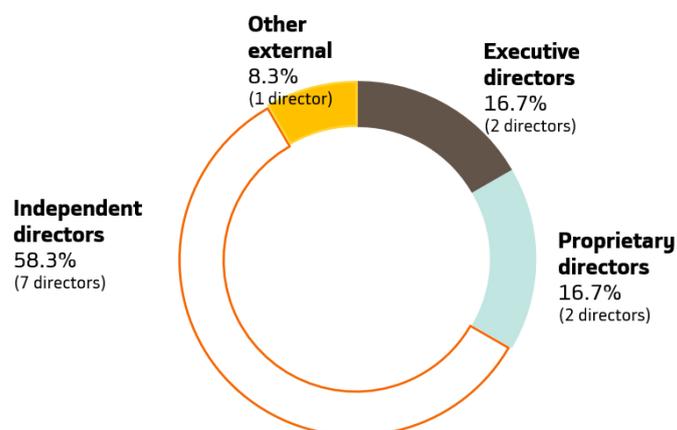
The Annual General Meeting held in 2025 approved the appointment of two new independent external directors, Mr Juan Antonio Zufiria Zatarain and Mr Alfonso Villanueva Rodríguez, and increased the total number of directors from 11 to 12.

Both appointments have enhanced the composition and diversity of the Board in key areas for the future of the Bank and its Group, such as those related to technology, digitalization and the management and control of risks, especially technological ones, in addition to international experience.

These new appointments were strongly supported, with approval exceeding 99%, as detailed below.

Furthermore, the director Mr Álvarez-Alonso informed the Board of his decision to resign from his position for personal reasons.

On 31 December 2025, the reference date for this report, Bankinter's Board of Directors comprised 12 directors, distributed among the following categories:



Therefore, the Board of Directors maintains the necessary size to foster its effective performance, participation by all Directors and agility in decision-making, as well as a structure that reflects the existing proportion between the company's capital, represented by Proprietary Directors, and the rest of the capital, by having 58% of Independent Directors. In this regard, Bankinter adheres to the national and international best practices and recommendations.

With respect to **gender diversity**, the distribution between men and women within the Board stands at 58% women (7) and 42% men (5), above the objectives set by national and international recommendations and guidelines.

Bankinter is still the only company in the IBEX 35 with two women in its main administration and management roles (non-executive Chair of the Board of Directors and Chief Executive Officer). The other female directors (five) are independent external directors.

With regard to the overall **diversity of knowledge, competencies and experience, both national and international**, the composition of the Board of Directors is sufficient and adequate to cover all areas of knowledge needed to understand the business and each of the Entity's significant activities and its main risks, including emerging ones such as technological, climate, environmental and geopolitical ones, and to ensure the effective capacity of the Board of Directors to take decisions independently and autonomously to the benefit of the Entity. It is important to highlight that the collective suitability of the board for risk management must, given the diversity of risks, be subject in general to objective criteria, focusing in particular on the risks most closely related to the Entity's main activity. However, there are some emerging risks - such as climate and geopolitical risks - that, while not specific to the Bankinter's activity, could affect multiple aspects of its business because of their wide-ranging impact. These risks require a global vision and collective capacity to understand by the board as a whole that ensures, through the diversity of perspectives and experience of the directors, that the Board of Directors can effectively and efficiently confront the complex and multi-faceted challenges that these universal risks present.

In addition, the Board's understanding and capacity to oversee such risks is bolstered by continuous training and specialist external advice, when this is considered necessary, which updates the knowledge and experience of the directors in relation to the latest developments, regulations and supervisory expectations, and best practices in the management of these risks. This guarantees that the Board can ensure that these risks are considered in the business strategy at all times. This includes taking them into account in decision-making processes, remuneration and long-term planning.

This report details the knowledge and experience of the members of Bankinter's Board of Directors, both individually and as a whole. This demonstrates that the composition of Bankinter's Board of Directors fully complies with the diversity targets and has a fully balanced structure in all respects.

- **Changes in the composition of the Board Committees.**

As a result of the changes in its composition in 2025, the Board of Directors agreed a new composition of the Committees of the Board, considering, among other factors, the knowledge and experience of the directors:

- In the Executive Committee, Mr Juan Antonio Zufiría Zatarain and Ms María Teresa Pulido Mendoza were appointed as members, both as independent external directors.
- On the Sustainability and Appointments Committee, Ms Cristina García-Peri Álvarez was appointed as an independent external director, while she also holds the position of lead director, and Ms Teresa Pulido Mendoza was appointed as an independent external director.

- On the Remuneration Committee, the independent external director Ms Teresa Paz-Ares Rodríguez was appointed as Chair and Mr. Juan Antonio Zufiría Zatarain was appointed as a member, and also as an independent external director.
- In the Audit Committee, Ms María Dolores Dancausa Treviño and Teresa Paz-Ares Rodríguez were appointed as members, both external directors, the latter being independent.
- Lastly, Mr Juan Zufiría Zatarain and Mr Alfonso Villanueva Rodríguez, both independent external directors, were appointed as members of the Risk and Compliance Committee.
- **Changes in senior management.**

In the first quarter of 2025, the head of Large-corporate Banking, Fernando Moreno Marcos, had left by mutual accord and was replaced by Maite Cañas Luzárraga, a member of the Management Committee. This shows Bankinter's firm commitment to gender diversity and the generational renewal, not only in the Board of Directors, but also in Senior Management. Women accounted for 40% of senior management at the date of approval of this report (33% if the chief executive officer is not counted).

1.2 Sustainability

Sustainability has always been a universal strategic priority for the entire Bankinter Group, which it has given new momentum in recent years with significant environmental, social and governance (ESG) actions.

Through its Sustainability and Appointments Committee, in 2025 the Board of Directors oversaw progress with the sustainability practices and strategy defined in the 2024-2026 Sustainability Plan and the degree to which it has been achieved, in order to ensure timely achievement of the Plan's objectives. Also, the structure of the Bankinter Group's Sustainability Policy was revised.

The governance bodies also monitored progress and developments to comply with the demands of the European Corporate Sustainability Reporting Directive (CSRD). The Entity has improved its reporting mechanisms and transparency to comply with the new standards set by the Directive. This includes professional training for the Board of Directors, Senior Management and the workforce in general.

In 2025, Bankinter also achieved - for the eighth consecutive year - inclusion in the Dow Jones Sustainability World Index (DJSI World), which features the most sustainable companies at the global level. Bankinter received the highest possible scores for transparency and reporting, management of customer relations and privacy, and also performed strongly in areas such as ethical management, development of human capital, employment practices, financial inclusion and management of health and safety.

1.3 Innovation, Technology and Digitalisation

Innovation supported by technology has been one of Bankinter's hallmarks since it was founded. This has made it a leader in the services it offers to its customers and in the efficiency of its processes.

In 2025, against a backdrop of rapidly evolving technology, the Entity undertook major initiatives as part of its Strategic Plan to boost digitalisation. This has enabled it to improve the quality and range of its services at the same time as automating its processes and reducing human involvement to minimise errors. This has increased efficiency and enabled our employees to focus on tasks with greater added value. This was accompanied by the emergence of new artificial intelligence tools that open up fresh opportunities for efficiency and innovation.

But all of these processes have significant security risks that could impact Bankinter's business continuity. Accordingly, Bankinter has a robust internal governance system to monitor and control this risk. This is led by the Board through the Risk and Compliance Committee, which is responsible for oversight of this risk, and features a number of specific bodies, which are responsible for monitoring such risks and are detailed in section 7 of this Report.

1.4 Bankinter Group regulatory framework for corporate governance: continuously adapting to regulatory demands and best practices.

Internal rules and regulations are a pillar of Bankinter's robust corporate governance system. These comprise frameworks, policies and procedures that govern the various areas of its corporate life and activity in accordance with applicable external regulations and best practices. These rules and regulations have a coherent and efficient structure, with clear and well-defined scopes of application and powers of proposal, approval and monitoring, to facilitate the board's oversight function. The internal rules and regulations pyramid is set down in the Group's Corporate Governance Policy.

This system has one core objective: to ensure that all of the actions of the Bank, in general, and of its employees, in particular, meet the strictest legal and ethical standards. This includes strict measures in relation to money laundering and the financing of terrorism, and regulatory compliance, together with rigorous data protection policies. It also reviewed its confidential whistleblowing channels to improve their effectiveness as a means of detecting any behaviour that fails to meet these standards.

In 2025, Bankinter Group updated a number of policies that together constitute its Corporate Governance framework, as explained throughout this Report, to incorporate new regulatory requirements and best practices.

Special mention should be made of the review carried out by the Board of the Director Succession and Selection Policy, as described in section 4.4 of this Report and the Corporate Governance Policy of Bankinter Group, with the aim of aligning them with best practices.

1.5 Annual General Meeting

Since 2021, Bankinter's corporate by-laws have allowed meetings to be held exclusively through remote means, making all the required provisions to ensure that shareholders can attend such meetings and exercise all their rights. The possibility affords greater flexibility to the Bank, which can be extremely useful when it is advisable to do so without depending on the adoption of exceptional legislative measures.

Since 2022, the Entity has held the Annual General Meeting meetings in mixed format, enabling shareholders to attend either physically or remotely, facilitating their participation at all times and increasing attendance.

As explained later in this Report, the Board of Directors has made the decision to hold the 2026 General Meeting entirely telematic. Thus, Bankinter is once again adopting the most advanced practices in an environment of increasing digitalization.

1.6 Fulfilment of priorities for 2025.

- **Constant monitoring of risks, particularly emerging risks**

The previous year's Annual Corporate Governance Report noted that *"Bankinter and the financial sector in general, face an increasingly complex and dynamic environment. New challenges are expected in 2025 that will require constant vigilance and significant capacity to adapt. These challenges range from managing changing interest rates to the digital transformation and cybersecurity, not forgetting the importance of regulatory compliance against a backdrop of increasing regulatory action, sustainability objectives and geopolitical risks."*

Bankinter has met these challenges effectively.

In the 2025 financial year, the Board, both in full session and through its Committees, has strengthened its monitoring of the most significant risks, increasing the frequency of reporting on them and the level of detail in the information provided: in addition to the monitoring of credit risk, monitoring has been bolstered of market and interest rate risks, with close tracking of movements and adjustments in the management strategy; and of operational risk and, particularly, of technological and cybersecurity risk.

Monitoring of external fraud through reporting by the Fraud Office, has been one of the Board's main focuses during the year, with the implementation of a new technological ecosystem that enables real-time monitoring of transactions, analysis of customer behaviour and predictive capabilities owing to the development of analytical models. This ecosystem not only substantially improves the level of protection of our customers' interests, but also reduces friction with them thanks to the continuous improvement of the effectiveness of the rules, the enhancement of the data and the integration of new satellite tools.

In addition, the increase in cyber threats, which has been exacerbated by geopolitical tensions, has led the Board to prioritise the design and implementation of the Security Master Plan, with a special focus on its degree of maturity and development.

In sustainability, progress has been quite significant: the defining and monitoring of environmental risk metrics and indicators, especially those linked to credit risk, and increasing their integration in assessments and decisions to meet the expectations of regulators and investors.

- **Reinforcement of Bankinter Group's internal governance model**

During the 2025 financial year, significant changes were made in the internal structure of Bankinter Group. These were disclosed in the Annual Corporate Governance Report of the 2024 financial year.

It is worth noting that these extraordinarily complex changes have been implemented within truly demanding deadlines, through carefully designed and executed processes:

- EVO Banco was legally and technologically integrated into Bankinter in July, which involved the incorporation of customers and employees and the migration of products and services, while ensuring security and protecting the continuity and quality of service.
- AvantCard, the Irish consumer subsidiary, was transformed into a bank branch, allowing it to expand its activity to the full range typical of a credit institution.

Thus, Bankinter is now in a stronger position to meet the challenge of further boosting its retail commercial banking, supported by technological developments to make Bankinter a leader in digital banking.

Both operations generate synergies within Bankinter's scope and from a corporate governance perspective, the governance structures within the Group have been simplified, which entails more direct supervision and control by the parent company and a strengthening of the Bankinter Group's corporate governance system and its oversight.

- **Stakeholder engagement**

Bankinter maintains this fluid communication with its employees and customers through various channels, based on direct two-way communication. Bankinter has achieved Top Employers certification for the eighteenth consecutive year, making the Bank one of the top 20 most recognised Spanish companies. The aspects considered in this certification include the working environment, the human resources strategy and the incorporation of talent into the workforce.

Likewise, in 2025 regular contact was maintained with investors and analysts, as described in section 3.1 of this Report, as well as fluid communication and engagement with the main voting advisors, who, among other actions, were provided with information and clarifications in relation to the proposed resolutions submitted to the 2025 General Meeting so that they could issue their voting recommendations. Moreover, the recommendations transferred were taken into account for this 2026 financial year.

1.7 Priorities for 2026

In 2026, the economy in general, and the banking sector in particular, face significant challenges in many different areas, which at the same time constitute opportunities that Bankinter is in a position to take advantage of.

- **Technological Transformation and Artificial Intelligence**

Technology transformation has accelerated at an unprecedented pace owing to the development of Artificial Intelligence ("AI"), which, while offering enormous opportunities, poses strategic and operational challenges of an unprecedented nature. Fully realising the potential that AI offers requires agility and the ability to adapt to the organisational and technological changes that it necessarily entails.

In an environment of increasing competition from digital players, financial institutions face the challenge of innovating without losing their risk management abilities and customer trust, thus

balancing automation, efficiency and personalisation, in an increasingly dynamic and demanding market. And all of this, while meeting very high standards of data protection and regulatory compliance.

The year 2026 will be marked by the development of such initiatives in both enhancement of the efficiency of internal processes and in the transformation of the customer experience, supported by specialised talent and the modernisation of infrastructures with scalable technological solutions.

The Board will carefully oversee the implementation of AI-based solutions and models to ensure that the Entity captures the opportunities it offers, and that it does so with scrupulous observance of data protection standards and ethical use of this technology, as well as management of its risks.

In the 2025 financial year, Bankinter launched a set of key strategic initiatives, accompanied by a robust governance system, to ensure the responsible use of AI tools and to take advantage of this immense opportunity and address the challenges they pose, combining a clear strategic direction with the active engagement of all employees. This ensures efficient adoption aligned with business objectives and capable of generating tangible value for the Group.

This new model reinforces Bankinter's commitment to a responsible, demanding and differential digital transformation. The new AI governance will allow us to innovate faster and with a sharper focus that meets the requirements of the regulatory compliance and the risk management, while identifying new business and collaboration opportunities in the AI ecosystem.

But this technological transformation also poses significant challenges in the with respect to the resilience and security of digital infrastructures and services. The process of digitalising customer relations attracts new threats in the form of external fraud that require robust and efficient measures of prevention, detection and correction.

With all this in mind, the main challenge for 2026 is to consolidate digital resilience, which requires strengthening the protection of critical infrastructure, staying ahead of increasingly sophisticated cyberattacks and complying with more demanding European regulations. Bankinter will move towards an extreme Zero Trust security model that integrates defensive artificial intelligence into the Bank's capabilities, transforming cybersecurity into a competitive advantage that protects the business, reputation and trust of all our stakeholders.

Bankinter's Board of Directors prioritises monitoring these risks to ensure that the Group has the appropriate processes, tools and governance structure to prevent, detect and mitigate them.

- **Consolidation of the Group's corporate streamlining.**

With the aim of ensuring profitable growth in the medium and long term, Bankinter made significant modifications in the Group's structure during the 2025 financial year.

The integration of EVO Banco into Bankinter, the creation of the Digital Organisation and the conversion of the Irish subsidiary, Avantcard, into a banking branch, have allowed Bankinter to bring together the set of key capabilities to, along with digitalization, present a competitive offer in the retail market that boasts the same quality of service that has always been a hallmark of the Entity.

Furthermore, and as a further step in its growth strategy in high-potential businesses, in 2026 Bankinter aims to compete on an equal footing with the new generation of players in the digital

payments ecosystem by combining the financial strength and service capacity of a leading bank with the agility, innovation and customer focus of the most advanced digital models.

- Sustainability

2026 will also presumably be a year in which the European Commission's streamlining measures in ESG disclosures will be unveiled and the Sustainability Reporting Directive (CSRD) will be transposed to Spanish law, triggering adaptations in Bankinter's existing process for generating the Non-financial statement and sustainability report.

Bankinter has developed its own Transition Plan, the objective of which is to integrate the transition towards a climate-neutral and sustainable economy into the Entity's risk, operational and business model, thus aligning portfolios with material Environmental, Social and Governance risks to national objectives for the sustainable transition. This Plan is based on existing internal frameworks and procedures and external market reference frameworks in this area and incorporates objectives, goals and metrics for monitoring activity, governance and the strategy for execution and interaction with customers.

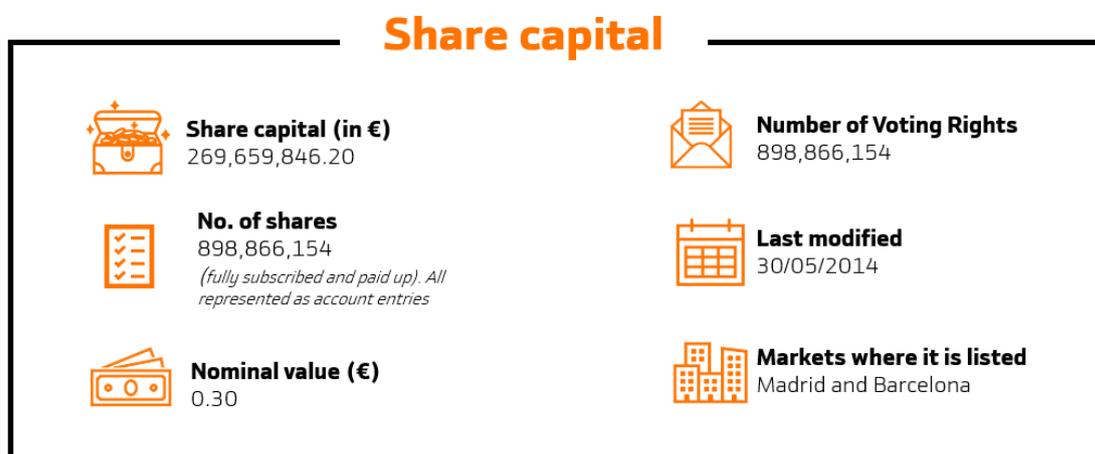
In addition, this exercise will finalise the current strategic sustainability plan and new plan will be designed for the next two years.

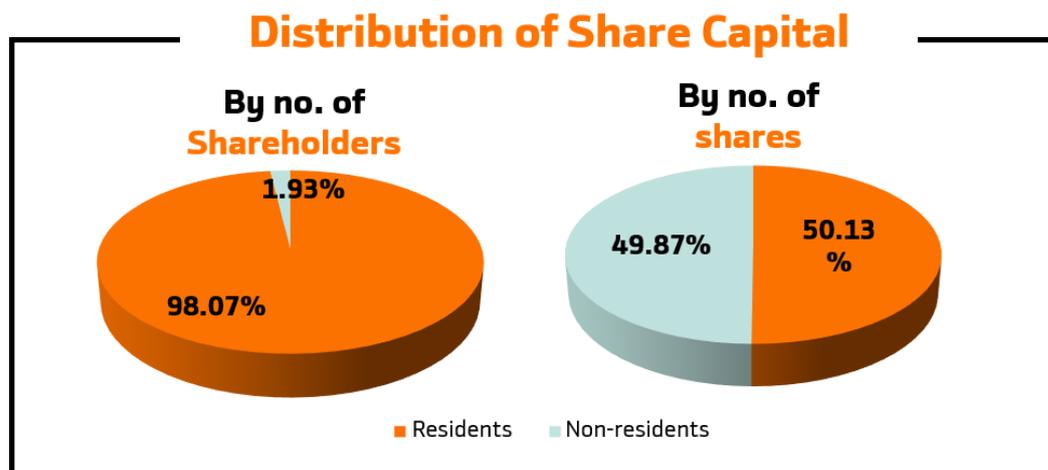
The Board will closely monitor all these challenges, ensuring that Bankinter achieves its objectives and supports its customers in adapting to sustainability requirements.

2. OWNERSHIP STRUCTURE

2.1 Share capital

Set out below are data on Bankinter's share capital, its characteristics and the distribution of shareholders by residence:





Characteristics of Bankinter's share capital

No changes in the Share Capital during 2025

No shares issued that are not traded on a regulated EU market

No loyalty shares
All shares have the same associated rights

Without restrictions that could hinder the takeover of control through the acquisition of shares on the market

No restrictions on the transferability of securities and/or voting rights

No neutralisation measures against takeover bids

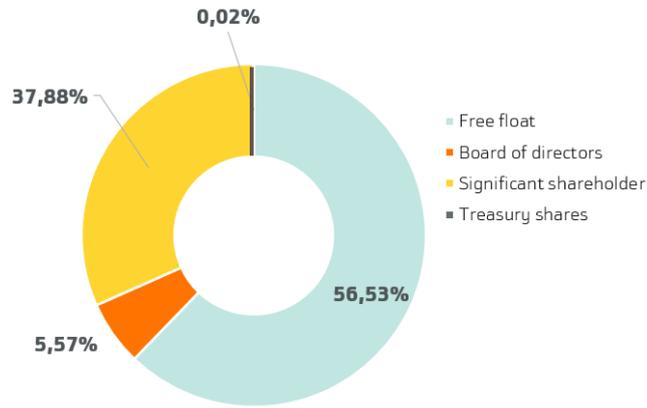
2.2 Distribution of share capital by shareholder category

As at 31 December 2025, 98.07% of the capital was held by residents in Spain and the remaining 1.93% belonged to non-residents, broken down as follows:

Summary by type of shareholders

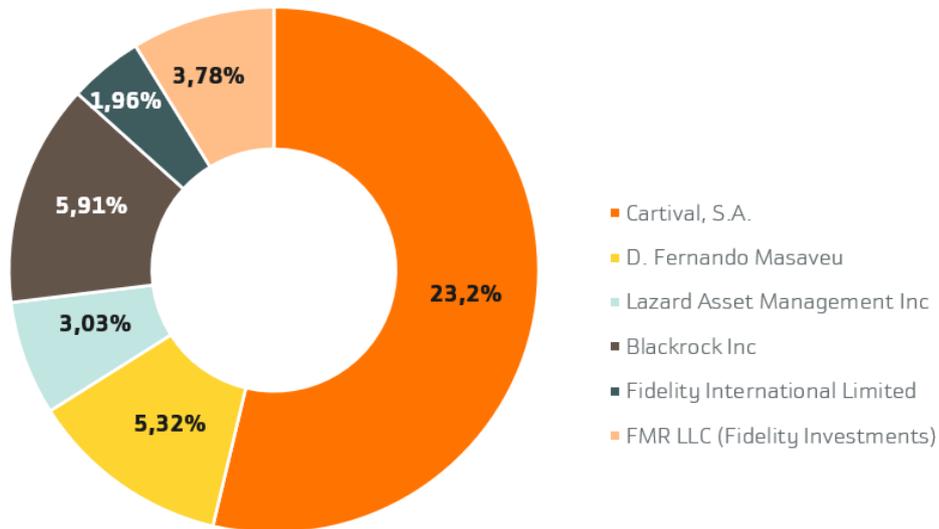
Type	Number of shareholders	%	No. of shares	%
Residents	50,896	98.07	450,629,739	50.13
Non-residents	1,003	1.93	448,236,415	49.87
Total	51,899		898,866,154	

The **free float**, which is the percentage of share capital that is not in the hands of significant shareholders or directors or held by Bankinter as treasury shares, is estimated at 56.53% of the share capital at 31 December 2025.



• **Significant shareholders:**

Direct and indirect holders of significant shares in Bankinter, S.A., including the members of the Board of Directors (who, directly or indirectly, have significant shareholdings) as at 31 December 2025:



	% of shares carrying voting rights		% of voting rights through financial instruments	% of total voting rights
	Direct	Indirect		
CARTIVAL, S.A.	23.20	0.00	0.00	23.20
FERNANDO MASAVEU	0.09	5.23 ^(*)	0.00	5.32
LAZARD ASSET MANAGEMENT	0.00	3.03 ^(**)	0.00	3.03
BLACKROCK INC.	0.00	5.03 ^(***)	0.88	5.91
FIDELITY INTERNATIONAL LIMITED	0.00	1.96 ^(****)	0.00	1.96
FMR LLC	0.00	3.28 ^(*****)	0.50	3.78

^(*) Mr Fernando Masaveu is the indirect owner through Corporación Masaveu, SA and other shareholders related to the Masaveu Group, where he controls the voting rights.

^(**) Lazard Asset Management is a trustee and the shares are held on behalf of its clients.

^(***) BlackRock Inc. is an indirect owner through several of its subsidiaries.

^(****) Fidelity International Limited is an indirect owner through several of its subsidiaries.

^(*****) FMR LLC is an indirect owner through several of its subsidiaries.

The data are based on disclosures sent by the obliged entities to the CNMV on voting rights and financial instruments of Bankinter.

As indicated in the graph "Share Capital" in section 2.1 above and as also included in the graph "Shareholders' Rights" in section 3.2 below and in section A.1 of the statistical model attached to this Report, Bankinter's by-laws do not contemplate the issuance of loyalty shares under the provisions of article 527 ter of the Spanish Companies Act and therefore there are no shares that grant double voting rights to their holders.

Most significant changes in the shareholder structure during the year:

Name or company name of shareholder	Transaction date	Description of the transaction
BANK OF AMERICA CORPORATION	01/06/2025	 of 3%
BANK OF AMERICA CORPORATION	03/06/2025	 of 4%
BLACKROCK INC.	03/06/2025	 of 6%
FIDELITY INTERNATIONAL LIMITED	04/06/2025	 of 2%
BANK OF AMERICA CORPORATION	11/06/2025	 of 4%
BANK OF AMERICA CORPORATION	15/06/2025	 of 3%
BANK OF AMERICA CORPORATION	30/06/2025	 of 3%
BLACKROCK INC.	03/07/2025	 of 6%
BANK OF AMERICA CORPORATION	06/07/2025	 of 3%
CITADEL MULTI-STRATEGY EQUITIES MASTER FUND LTD.	06/07/2025	 of 1%
CITADEL MULTI-STRATEGY EQUITIES MASTER FUND LTD.	30/07/2025	 of 1%
BANK OF MONTREAL	23/11/2025	 of 3%
THE GOLDMAN SACHS GROUP, INC.	27/11/2025	 of 4%
THE GOLDMAN SACHS GROUP, INC.	02/12/2025	 of 4%
THE GOLDMAN SACHS GROUP, INC.	03/12/2025	 of 3%
BANK OF MONTREAL	03/12/2025	 of 3%

• **BOARD OF DIRECTORS**

As at 31 December 2025, the total percentage of voting rights held by the Board of Directors was 5.57% and the total percentage of voting rights represented on the Board of Directors was 28.77%. The breakdown is provided in the following table, which is updated on the Company's corporate website. The acquisition or disposal of voting rights by the members of Bankinter's Board of Directors is communicated to the CNMV within the legally established period:

31.12.2025

Board member	% of voting rights attached to the shares				% of voting rights through financial instruments (*)		% of total voting rights
	Total	Direct	Indirect	% of total	Total	%	
MARIA DOLORES DANCAUSA TREVIÑO	1,569,371	1,563,769	5,602	0.17	126,516	0.01	0.18
ALFONSO BOTIN-SANZ DE SAUTUOLA Y NAVEDA	102,490	102,490	0	0.01	109,517	0.01	0.02
GLORIA ORTIZ PORTERO	231,396	231,396	0	0.03	40,250	0.00	0.03
FERNANDO MASAVEU HERRERO (**)	47,790,465	776,330	47,014,135	5.32	0	0	5.32
MARCELINO BOTIN-SANZ DE SAUTUOLA Y NAVEDA	253,045	253,045	0	0.03	0	0	0.03
MARÍA TERESA PULIDO MENDOZA	39,209	39,209	0	0.00	0	0	0.00
TERESA MARTÍN-RETORTILLO RUBIO	10,000	10,000	0	0.00	0	0	0.00
MARÍA LUISA JORDÁ CASTRO	25,000	25,000	0	0.00	0	0	0.00
CRISTINA GARCÍA-PERI-ÁLVAREZ	86,330	86,330	0	0.01	0	0	0.01
TERESA PAZ-ARES RODRIGUEZ	6,195	6,195	0	0.00	0	0	0.00
JUAN ANTONIO ZUFIRÍA ZATARÁIN	0	0	0	0	0	0	0
ALFONSO VILLANUEVA RODRÍGUEZ	0	0	0	0	0	0	0
% of total voting rights held by the board of directors	50,113,501	3,093,764	47,019,737	5.57	276,283	0.03	5.61
Total % of voting rights represented on the board of directors (***)	258,619,103	211,599,366	47,019,737	28.77	281,701	0.03	28.80

(*) Includes the maximum number of outstanding rights from the annual and multi-year deferred variable remuneration accrued but not vested. In the case of the non-executive Chair, said variable remuneration comes holding position of chief executive officer up to 21 March 2024.

(**) Corporación Masaveu, S.A. holds 44,959,730 Bankinter shares, while other companies attached to the Masaveu Group hold 2,054,405 Bankinter shares. As discussed in previous reports, Mr. Fernando Masaveu Herrero, a proprietary director of Bankinter, notified the company on 4 March 2011 that he controlled the voting rights of the Bankinter shares held by various companies belonging to Masaveu Group. This information was disclosed by the director purely for good governance purposes and in order to comply with prevailing legislation concerning transparency of information at listed companies and does not entail any change of ownership or assignment of rights.

(***) Includes the voting rights held by CARTIVAL, S.A., which has a seat on the Board of Directors, and rights receivable from the annual and multi-year deferred variable remuneration accrued but not vested as executive vice chairman (legal person), a position it ceased to hold on 23 March 2022.

• Treasury shares



165,963

No. of direct shares



3,919

No. of indirect shares through subsidiary Hispamarket



0.019

% of total share capital

In the 2025 financial year, no significant changes occurred, in accordance with the provisions of Royal Decree 1362/2007.

Bankinter's discretionary treasury stock trading is subject to the principles of action, procedures and controls established in the Entity's Treasury Stock Trading Protocol, approved by the Board of

Directors, at the proposal of the Audit Committee, which sets out, in accordance with the provisions of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, among others, an adequate separation between decision-making and execution of orders at the trading venue; periodic reporting to independent personnel without frequent access to privileged information; and barriers and procedures for abstention, as well as control measures to ensure that the trading is carried out without illegitimate use of inside information.

2.3 Share performance and trading in 2025

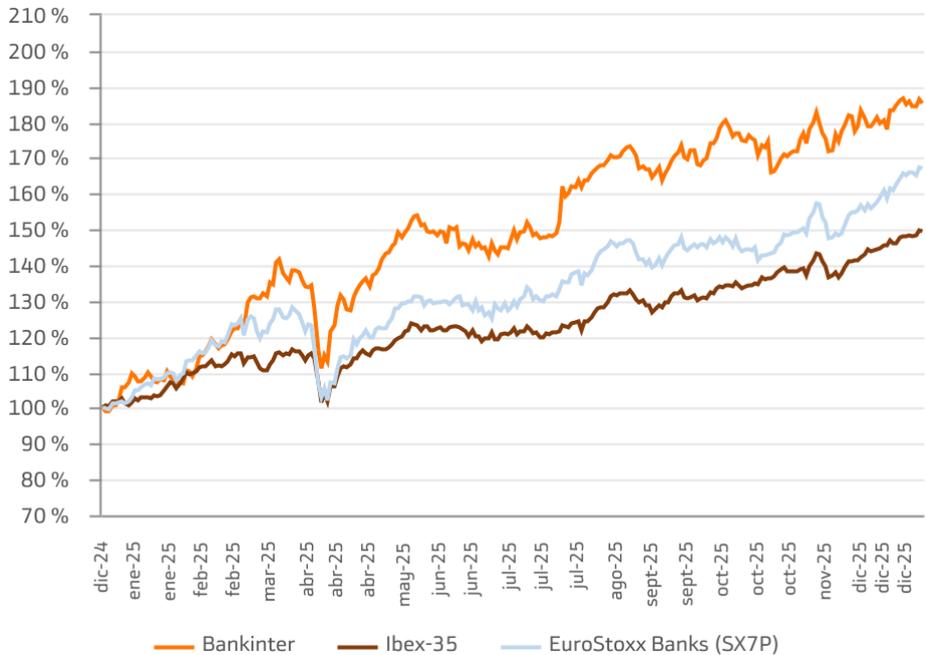
- Bankinter's share price underwent a significant increase in financial year 2025 compared to its value in financial year 2024. Shareholders who held their shares throughout the year obtained a total return of +96%, including the ordinary dividends distributed on account of 2025, which increased by 11% over the previous year (see section 3.3 of this dividend report).
- Share price performance was -85.3% over the past twelve months, while Spanish listed banks stayed at +112.6% on average (IBEX35 Banks). The IBEX 35 rose 49.3% and the Euro Stoxx 600 Banks rose 66.9%.
- The Bank's market capitalisation at 31 December 2025 increased to 12,700 million euros.
- Key data and ratios for Bankinter shares in 2025 are as follows:

Data per share for the period at 31/12/2025 (euros)	
Earnings per share	1.17
Dividend per share	0.57
Book value per share	7.13
Tangible value per share	6.72
Share price at beginning of period	7.64
Minimum intraday share price	7.32
Maximum intraday share price	14.31
Last share price	14.16

Stock market ratios at 31/12/2025	
Price/book value (times)	1.98
(price/earnings, times)	11.67
Dividend yield (%)	4
Number of shareholders	51,899
Number of shares	898,866,154
Number of shares of non-residents	448,236,415

Average daily trading volume (number of shares)	2,209,799
Average daily trading volume (thousands of euros)	24,830

Stock quote. Relative performance (%) last 12 months (Dec-25 base 100):



2.4 Shareholders' agreements and other disclosure regarding relationships among shareholders.

The Entity is unaware of the existence of concerted actions among its shareholders nor has it been informed of any shareholder agreements.

Bankinter and/or the companies that make up its Group are unaware of the existence of family, commercial, contractual or corporate relationships between the holders of significant shares previously identified in **section 2.2** of this Report and which are also included in **section A.2 of the statistical model** attached to this Report.

No commercial, contractual or corporate relationships exist between significant shareholders and the Company and/or its Group except those arising in the ordinary course of business.

At Bankinter, there is no individual or company that exercises or may exercise control over the company in accordance with Article 5 of the Ley de Mercados de Valores ("Spanish Securities Market Act" or "LMV").

2.5 Current proxy agreements adopted by the Annual General Meeting in relation to share capital

Authorisation to increase capital:

As a result of expiry of the existing agreement, a new approval was given at the Annual General Meeting held on 21 March 2024 to delegate to the Board of Directors the power to increase capital on one or more occasions up to the maximum amount of 50% of the Bank's share capital at the time of the approval. However, this threshold is reduced to 10% of the Bank's share capital at the time of the approval of the delegation for share capital increases with an exclusion or disapplication of pre-emptive subscription rights, in addition to other situations, as explained below. The term of this agreement is five years from the agreement of the Board, so it expires in 2029.

The increases that the Board agrees to by virtue of this delegation must be made through monetary contributions and within the maximum term of the agreement (five years), which will be accompanied according to article 286 of the Spanish Companies Act by a report from the Board that justifies the proposed modification of the By-laws.

Therefore, the Company considers that this delegation of powers is an appropriate and flexible mechanism enabling it to swiftly and efficiently meet its financing, growth or own funds requirements at any given time, or to seize any related opportunities, in response to prevailing market conditions, business performance, growth at the Company, earnings, or the need to meet capital adequacy requirements.

Share capital and share premium rank among the highest-level instruments of all those that can make up an entity's regulatory capital and can be used to meet any capital adequacy requirement. Prevailing regulations on capital adequacy and own funds applicable to credit institutions, including Bankinter, stipulate that such institutions must possess various capital instruments that enable them to cover the categories of regulatory capital that make up their own funds requirement. Accordingly, institutions must have a wide range of instruments at their disposal, enabling them to effectively capitalise on any opportunities that may arise when complying with capital adequacy and own funds requirements.

To ensure that capital increases are as efficient as possible, often it is important to act swiftly and to be able to obtain an immediate inflow of funds by choosing from whom the capital will be raised. This may require the board to disapply the pre-emptive subscription right if this proves to be in the Company's best interests and the Board of Directors therefore considers this to be an overriding objective. As evidenced by previous share capital transactions carried out in the market, rapid decision-making is often extremely important, with the shortest possible delay between decision and action, as this is key to successfully increasing and raising capital in the market.

If this delegation of powers entails disapplying or removing the pre-emptive subscription right, the nominal amount of the capital increases agreed upon by the board by virtue of these delegated

powers may not exceed the maximum nominal amount, in cumulative terms, of 10% of the Bank's share capital at the time the delegation of powers is approved, rather than 50% of share capital, which will remain the general limit when the pre-emptive subscription right is not disapplied. This lower ceiling is in line with international standards and recommended good practices and is there to protect the interests of shareholders, which is particularly important in this case as the Company has always had a highly stable shareholding structure and been able to rely on the full support of its shareholders when growing the business.

This 10% limit shall also extend to capital increases carried out under the agreements adopted by the Annual General Meeting in order to meet the conversion of convertible bonds that are issued with the pre-emptive subscription right disapplied.

In the same resolution by the Annual General Meeting, the board of directors was granted authority to delegate such power. According to article 249 of the Spanish Companies Act, it may delegate all or some of powers delegated to it by the Annual General Meeting regarding resolutions to the Executive Committee.

Authorisation on the acquisition of own shares:

The Annual General Meeting held on 27 March 2025 **authorised the Board of Directors** (with express authorisation to delegate such power to the Executive Committee) for the **derivative acquisition of treasury shares by the Company** and/or by its subsidiaries by means of any valuable consideration allowed by law, under the terms and conditions established in applicable legislation and with express authority to dispose of or redeem such shares through a reduction in the amount of share capital, cancelling the power delegated by the shareholders at previous Annual General Meetings to the extent of the unused amount. This authorisation remained valid at the date of approval for issue of this Report.

Acquisitions may be made at any time, and as many times as deemed appropriate and in any form or manner, within the limits and pursuant to the legal requirements in force during the validity of this authorisation.

The nominal value of the maximum number of shares to be acquired, directly or indirectly, at any time, in addition to those already held by the company or its subsidiaries, may not exceed 10% of the Company's share capital at any time or, where applicable, a higher figure that is legally permitted during the term of this authorisation, notwithstanding the scenarios stipulated in article 144 referred by article 509 of the Spanish Companies Act. The shares acquired by the Bank or its subsidiaries under this authorisation may be dedicated, in whole or in part, to their sale or amortisation or for delivery to the Company's directors and employees, when there is a recognised right, either directly or as a result of the exercise of share options held by them, for the purposes set out in the last paragraph of Article 146(1)(a) of the Spanish Companies Act, or to cover any share-based remuneration plan or linked to share capital. The price or equivalent value per share will range between a minimum equivalent to its nominal value and a maximum that shall be no

higher than the higher of (i) the price of the most recent independent transaction or (ii) the highest independent offer at that time at the trading venue where the purchase is made or the transaction is agreed, increased by up to 10 percent.

In the case of the acquisition of own shares as a result of the fulfilment of obligations established in agreements or in option contracts, share repurchase programmes directed to all shareholders, forward sales or similar, previously formalised by the Company, including those involving convertible or exchangeable shares and bonds or those that are or must be delivered directly to directors or employees of the Company or are a result of the exercise of option rights held by them, the applicable price will be the one agreed in the corresponding agreement or contract, with the understanding that the maximum price per share will be calculated taking into account the price on the day on which the transaction is agreed or executed, as the case may be.

On the same date and by the same resolution, the Board of Directors was authorised, with express authority to delegate such power to the Executive Committee, to approve a reduction in share capital to redeem the treasury shares acquired and to set the terms and conditions and purpose of the capital reduction, agree to delist the shares and amend article 5 of the corporate by-laws accordingly, and to modify the par value of the shares without increasing or reducing the amount of share capital.

The authorisation period granted is five years from the date of adoption of the agreement by the Annual General Meeting and covers all treasury stock transactions carried out within its terms. It remains in force at the closing date of this report and it expires in 2030.

In short, the aim is to provide the Board with a flexible mechanism that allows it to effectively and efficiently manage the Bank's capital and adapt its structure to the needs at any given time, with the sole objective of adopting as many resolutions as necessary to optimise returns to shareholders as well as to meet any of the purposes permitted to this end by the applicable law and in particular, the remuneration categories that entail the possible delivery of shares.

3. DISCLOSURE OF INFORMATION AND SHAREHOLDER RIGHTS. ANNUAL GENERAL MEETING

3.1 Dialogue with shareholders

In line with best corporate governance practices and its own corporate culture and values, Bankinter strives continuously to earn and retain the trust of its shareholders and institutional investors, and to ensure the profitability and sustainable growth of their investments in the Bank.

Transparency and constant dialogue with its shareholders and institutional investors are therefore key pillars of Bankinter's corporate governance. It is implemented with observance of the principle of equal treatment of shareholders and of the recommendations of the CNMV, through various channels, including:



To this end, the Bankinter Board of Directors has approved the following policies:

Policy on communication with shareholders, institutional investors and proxy advisers

Sets out rules and practices applicable in this area and is fully compliant with rules on market abuse and treats all shareholders equally (available on Bankinter's corporate website)

Policy on the communication of economic-financial, non-financial, risk management and corporate information

Framework of action for the management and dissemination by the Company of business, financial and non-financial information, in terms of corporate and risk management

In its relations with investors and analysts, Bankinter provides relevant and quality information on the performance of its businesses, and on the new strategies both by business type and geography, pursuant to the principles of equality, rigor and transparency inherent to the bank's culture and in compliance with the recommendations of supervisors.

The Investor Relations area is responsible for maintaining regular contact with investors and analysts. In 2025, the actions developed in the area to comply with these commitments were as follows, among others:

- Quarterly meetings (in January, April, July and October) were held to present the Group's results to the investment community via webcast and teleconference. These meetings are usually attended by between 150 and 200 Spanish and international financial analysts and institutional investors, and an open and fruitful dialogue takes place on the investment community's objectives and perspectives with respect to Bankinter's results.
- Bankinter regularly attends international conferences and seminars convened by stock exchanges and investment banks, allowing for direct personal contacts with stakeholders (institutional investors, portfolio managers, financial analysts, private bankers) to inform them of the performance of business.

- The usual formal meetings were also held with institutional investors and financial analysts, both individually and in Groups, organised either by brokers or by the corporate access departments of the relevant institutions.

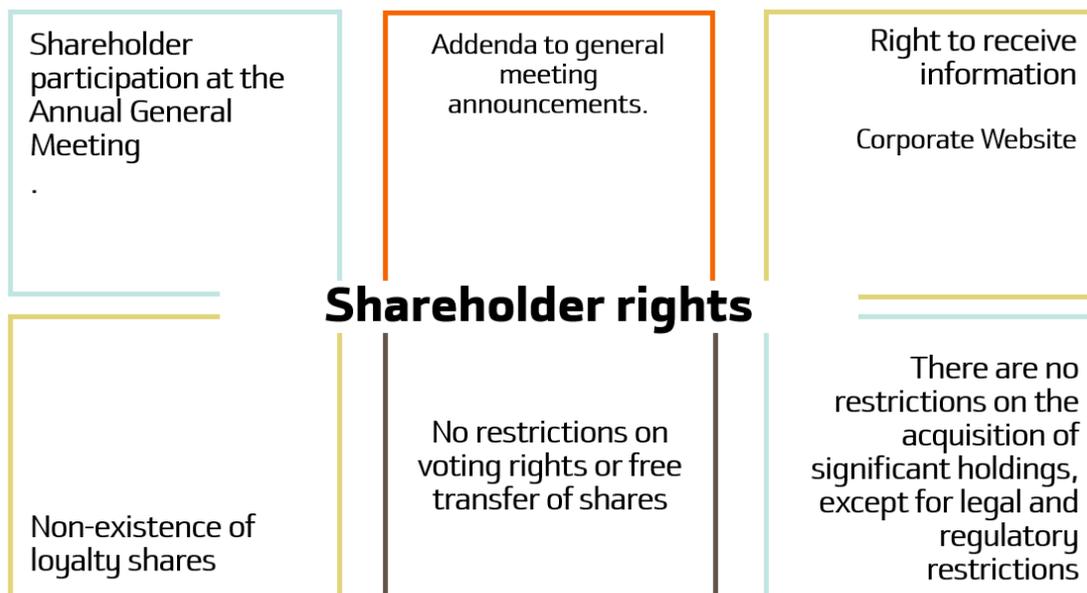
Additionally, Bankinter is aware of the value that comes from an open dialogue with proxy advisors, ESG analysts and other significant entities in this field. The Investor Relations area and other areas, such as the Sustainability area or the Corporate Governance area, supply a uniform and clearly growing flow of information to the different stakeholder groups in order to ensure that the objectives and priorities relating to sustainability and corporate governance are correctly conveyed to investors.

In 2025, Bankinter maintained communication and engagement with the main proxy advisors, who, among other actions, were provided with information and clarifications regarding the proposed agreements submitted to the 2025 General Meeting so that they could issue their voting recommendations.

3.2 Shareholder rights

Bankinter's corporate by-laws envision a single share class conferring the same rights upon all shareholders. Therefore, each Bankinter shares confers one voting right. The by-laws contain no voting caps, thus remaining true to the principle of one voting right and one dividend right per share.

The main rights of Bankinter shareholders are as follows:



Specifically, as regards **the absence of restrictions on voting rights or the transfer of shares**, beyond what is prescribed by law, not that:

- There are no by-law restrictions on the exercise of voting rights, except those resulting from non-compliance with applicable legislation and regulations.

- There are no shares without voting rights or with multiple voting rights; no special privileges when distributing dividends; no restrictions on the number of votes that can be cast by a single shareholder; and no special quorums or super-majorities beyond those provided for at law.
- There are no restrictions on the transfer of shares above and beyond the legal restrictions.
- There are no by-law restrictions on the exercise of voting rights, unless the shares in question were acquired in breach of the By-laws or applicable law.
- Bankinter's By-laws contain no measures to neutralise a takeover bid as defined in the Spanish Securities Market Act.

Acquisition of significant shareholdings is subject to no restrictions other than laws and regulations arising, among other circumstances, from their status: (i) credit institution subject to the regulation of this activity, which means that the acquisition of shares that exceed certain thresholds or grant significant influence in Bankinter is subject, as the case may be, to the approval or non-objection of the credit institution and (ii) listed company, which means that there is an obligation to report the acquisition of shares that exceed certain thresholds and to bring a public takeover bid as provided by law. In addition, authorisation or notification to the Ministry of Economy may be required in accordance with the applicable foreign investment regulations.

Lastly, as regards **shareholder rights at the Annual General Meeting** we highlight:

1

Shareholder participation at the Annual General Meeting

All holders of shares that have been registered in their name at least five days ahead of the scheduled date of the Annual General Meeting will be entitled to attend that meeting. Bankinter also allows shareholders to exercise their rights of attendance, voting and proxy voting through remote systems, which is also conducive to their full participation at the Annual General Meeting. As explained in [section 1.5](#) of this Report, at the Annual General Meeting held in April 2021, approval was given to amend the corporate by-laws and the rules and regulations of the Annual General Meeting to govern attendance exclusively by electronic means. Another communication channel that the Company makes available to shareholders is the Electronic Shareholders' Forum, which can be found on Bankinter's corporate website ahead of every general meeting. This forum allows shareholders to post motions they wish to add to the meeting agenda contained in the announcement; request other shareholders to back such motions; launch initiatives to reach the percentage required to exercise a legally conferred minority right; and make offers or requests for voluntary representation.

2

**Addenda to
general
meeting
announcements**

Shareholders representing, at least, 3% of share capital may insist on the publication of a supplement to the announcement of the General Meeting or submit a reasoned motion in respect of business already included, or that should be included, on the agenda of a Meeting that has already been called. Any such request must include the names of the shareholders exercising the right and the number of shares they hold. It must also include a description of the matters to be added to the agenda, accompanied by a justification or reasoned motion in relation to those matters and any other documentation deemed relevant. These rights

shall be exercised by means of reliable notice sent to the Company's registered office within five days of the publication of the general meeting announcement.

3

**Right to
receive
information**

From the time the Annual General Meeting is called to the fifth day before it is held on first call, shareholders may send written requests for information or clarification, or raise written questions regarding matters they consider relevant in relation to the items on the agenda. Within the same period, shareholders may also send written requests for clarification regarding information that the Company has disclosed to the CNMV since the last Annual General Meeting held or regarding the audit reports. The information requested by shareholders and the answers provided by the Company shall be published on its corporate website. This right to information may also be exercised during the meeting. If the Company is unable to entertain the request at the meeting itself, it may respond instead within seven days of the meeting.

Bankinter has a **corporate website** that includes information on corporate governance, as required by law. The website provides information on, among other things:

- Bankinter's internal regulations (corporate by-laws, Regulations of the Board of Directors, Committee Regulations (where applicable), Regulations of the Annual General Meeting, etc.)
- Information on the Board of Directors and Board Committees, and the biographies of directors.
- Information related to Annual General Meetings.

Bankinter's corporate website can be found here: www.bankinter.com/webcorporativa, which is the address filed at the Companies Registry.

3.3 Dividend policy

In the 2025 financial year, Bankinter applied the following dividend payment schedule:

	Payment month	Profit for the period
First Interim Dividend	June	1st quarter
Second Interim Dividend	December	2nd and ^{3rd} quarters
Complementary dividend (subject to final approval by the General Shareholders Meeting)	April	4th quarter

Information on dividends paid during 2025 is provided below:

PAYMENT DATE	DATE EX-DIVIDEND	GROSS AMOUNT	NET AMOUNT	CURRENCY	RATE	ITEM
03/04/2025	01/04/2025	0.12347370	0.1001370	eur	Complementary	Interim 2024
25/06/2025	23/06/2025	0.15029784	0.12174125	eur	Ordinary	Interim 2025
02/12/2025	28/11/2025	0.30121021	0.24398027	eur	Ordinary	Interim 2025

3.4 Annual General Meeting

Bankinter's Annual General Meeting, the highest governance body of the Entity, is regulated by the Spanish Companies Act and the corporate by-laws, as well as by its own regulations, which are available on the Company's corporate website. The latest amendments to these rules and regulations were approved by the Annual General Meeting on 23 March 2022.

Bankinter's Regulations of the Annual General Meeting govern the process for calling, preparing for, announcing, convening and holding general meetings of shareholders of Bankinter, S.A. (the Company's supreme governing body). They set out the principles for organising and conducting them based on matters regulated by law and by the corporate by-laws; as well as laying down shareholders' right to obtain information, take part in meetings and vote. Those Regulation establish the majorities and quorum required to approve motions submitted at the Annual General Meeting, as follows:

- **Quorums and majorities required to approve resolutions submitted at the Annual General Meeting**

Ordinary resolutions of the General Meeting

The majorities established in the by-laws and in the Regulation of the Board of Directors of the Company for Annual General Meeting to be declared quorate and for the adoption of ordinary corporate resolutions is as set out in general in Spanish legislation for the adoption of **ordinary** resolutions (that is, those that do not involve modification of the by-laws or those for which the law requires super-majorities).

Thus, **on first call, shareholders representing at least twenty-five per cent of subscribed share capital conferring the right to vote are required to attend**. If quorum is not met, the General Meeting will be held in a second call, for which there is no minimum quorum requirement. Therefore the holding of the Meeting on second call is valid regardless of the capital in attendance. When determining whether a general meeting is quorate, shareholders who voted by mail or electronic channels prior to the meeting will be counted as shareholders present, as established in the Company's Regulations of the Annual General Meeting. **Ordinary corporate resolutions are adopted by a simple majority of the shares with voting rights in attendance or represented at the General Meeting (that is, when the resolution wins more votes in favour than against from those in attendance or represented).**

Amendments to the corporate by-laws.

The Annual General Meeting has exclusive power to agree on any amendment to the corporate by-laws, except to relocate the registered office within national territory, the resolution for which must also be agreed by the board of directors. In the case of by-law amendments, the directors or shareholders who tabled the amendment must draft the full text of the proposed amendment, along with a written report in support of the amendment, all of which shall be made available to shareholders upon announcing the general meeting voting on it. Further, the General Meeting announcement must clearly state the points to be amended and remind shareholders that they are entitled to examine the full text of the proposed amendment and accompanying report at the registered office, or request that such documents be delivered or sent to them free of charge. When the by-law amendment imposes new obligations on shareholders, the resolution shall require the consent of all affected parties.

Modification of Bankinter's by-laws, due to its status as a credit institution, is subject to the applicable legislation of the competent authority, in accordance with the procedure established in the applicable legislation. However, the following modifications are exempt from the need for this authorisation process (without prejudice to the obligation to report it to the competent authority, in accordance with the procedure established in the regulations, for recording in the corresponding registers): (i) to move the registered office within national territory; (ii) to increase share capital; (iii) to include, verbatim in the corporate by-laws mandatory legal or regulatory provisions or prohibitions, or the recasting of articles to comply with court or governmental orders; and (iv) to make any other amendments for which the competent authority, in response to a prior consultation made in that regard, has decided to waive with the authorisation on the understanding that the matter is immaterial.

The rules for quorum and majorities for modifying by-laws are the same as those generally established in Spanish corporate law:

- **Quorum:** if a General Meeting is called to deliberate on amendments to the corporate by-laws, **shareholders representing at least fifty per cent of the subscribed share capital carrying voting rights must attend on first call**. If this quorum is not met, the general meeting shall be held on **second call**, and the presence of at least twenty-five per cent of **that capital will suffice**.
- **Majorities for approval:** The agreements will be adopted by an absolute majority, requiring the favourable vote of more than half of the votes corresponding to the shares that are present or represented at the General Meeting, provided that the capital in attendance or represented exceeds fifty percent of the subscribed voting capital. If shareholders representing **less than fifty per cent, but more than twenty-five percent**, of subscribed voting capital are in attendance on second call, resolutions on by-law amendments may be validly carried with the **favourable vote of two thirds of capital, present or represented**, at the meeting.

Other specific majorities

According to applicable law and regulations governing credit institutions, any motion to raise the **ratio of variable to fixed remuneration components to above 100% (subject to a cap of 200%) for executive directors and other key function holders** shall require **a supermajority of two-thirds of the share capital present or represented at the General Meeting if the quorum exceeds 50% and a majority of three quarters of share capital present or represented at the General Meeting if that quorum is not reached**.

Bankinter's corporate by-laws do not require decisions entailing the acquisition, disposal or contribution to another company of core assets or similar corporate transactions to be laid before shareholders at an annual general meeting for approval, except where legally required.

• **Right to attend:**

Minimum no. of shares to attend in person 600 shares	No restrictions on remote voting	Unpaid attendance
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• **Changes in quorum at General Meetings of recent years:**

The quorum at the 2025 Annual General Meeting was 76.5% (vs 2024, when it was 69.04%). This quorum is aligned with the participation observed in other IBEX 35 companies comparable to Bankinter.

The following table sets out the quorum at the Annual General Meetings of the past three years by attendance, proxy and electronic voting, along with the percentage corresponding to free float:

Date of general meeting	% physically present	Attendance data			Total (**)
		% present by proxy (*)	% voting remotely Electronic	Other	
23/03/2023	0.43	71.40	1.62	0.00	73.45
Of which floating capital:	0.08	33.51	1.62	0.00	35.21
21/03/2024	0.67	66.46	1.91	0.00	69.04
Of which floating capital:	0.32	26.34	1.91	0.00	28.57
27/03/2025	0.47	74.86	1.17	0.00	76.50
Of which floating capital:	0.16	31.72	1.17	0.00	33.05

(*) Nearly all directors attending the Annual General Meeting instructed the Chair of the Board of Directors to vote on their behalf.

(**) Including treasury shares

• **2025 Annual General Meeting**

Bankinter held its Annual General Meeting on 27 March 2025. This was broadcast live

through its website.

To ensure that shareholders wishing to exercise their right to vote at the Annual General Meeting could attend, Bankinter's Board of Directors offered the possibility of participating through the following channels:

CHANNELS FOR EXERCISING SHAREHOLDERS' VOTING RIGHTS



- Voting results and 2025 Annual General Meeting resolutions**

The 2025 Annual General Meeting approved all the items on the agenda with votes in favour in excess of 89.79%, as shown in the following table, which is also available on Bankinter's corporate website:

Resolution adopted by the Annual General Meeting 27/03/2025	% against vs. proxies/ in attendance	% abstaining vs. proxies / in attendance	% blank votes vs. proxies/in attendance	% approved vs. proxies/in attendance
1. Review and approval of the 2024 financial statements	0.025%	0.158%	0.006%	99.810%
2. Review and approval of the 2024 non-financial statement	0.040%	0.105%	0.006%	99.849%
3. Approval of the Board's performance in 2024	0.541%	0.333%	0.010%	99.116%
4. Review and approval of the distribution of earnings and dividend for 2024	0.007%	0.028%	0.001%	99.964%
5. Re-election of the auditor of the company and the consolidated group for 2025	0.050%	0.051%	0.002%	99.896%
6.1 Establishment of the number of directors	0.053%	0.048%	0.001%	99.898%
6.2 Appointment of Mr. Juan Antonio Zufiría Zatarain as an independent external director	0.035%	0.088%	0.004%	99.873%
6.3 Appointment of Mr. Alfonso Villanueva Rodríguez as an independent external director	0.035%	0.089%	0.004%	99.873%
6.4 Re-election of Marcelino Botín-Sanz de Sautuola y Naveda as an external proprietary director	2.249%	0.275%	0.004%	97.472%
6.5 Re-election of Fernando María Masaveu Herrero as an external proprietary director	4.121%	0.261%	0.007%	95.611%
6.6 Re-election of Cristina García-Peri Álvarez as an Independent External Director	0.215%	0.078%	0.003%	99.705%
7. Approval of a restricted capitalisation reserve pursuant to the provisions of section 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.	0.010%	0.034%	0.002%	99.954%
8. Authorisation of board of directors, with express powers of delegation to the Executive Committee, for the derivative acquisition of treasury shares by the Company and/or by its subsidiaries	0.350%	0.030%	0.002%	99.618%
9.1 Setting the maximum amount of annual remuneration for all directors in their capacity as such.	0.406%	0.070%	0.006%	99.518%

9.2 Approval of the delivery of shares to the Directors for their executive duties during the year 2024, and to Senior Management as part of the annual variable remuneration accrued in 2024.	0.479%	0.106%	0.019%	99.395%
9.3 Approval of the maximum level of variable remuneration for certain employees whose professional activities have a material impact on the risk profile of Bankinter or its Group.	0.109%	0.049%	0.005%	99.838%
10. Delegation of powers to the Board of Directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions carried by the General Meeting.	0.024%	0.037%	0.003%	99.937%
11. Annual report on the remuneration of Directors pursuant to article 541 of the Spanish Companies Act	10.098%	0.106%	0.004%	89.792%

- **2026 Annual General Meeting**

The Board of Directors of Bankinter has called a Annual General Meeting to be held on 26 March 2026 on first call or, if necessary, on 27 March on second call.

In accordance with the provisions of Article 18 of its by-laws, the Annual General Meeting of 2026 will be held exclusively online, which is possible and beneficial by virtue of the following:

Legal and statutory basis

Holding annual meetings in an exclusively telematic format is expressly authorised by Article 182 bis of the Spanish Companies Act, as introduced in the reform carried out in 2021 by Law 5/2021 as a result of the experience acquired during the COVID-19 pandemic.

In accordance with the requirement of section 1 of the aforementioned article, Bankinter is authorised to do so under its by-laws, which was approved with the majority support of Bankinter's shareholders at the Annual General Meeting held on 21 April 2021 under item 5.1 of the agenda.

Facilitating the exercise of shareholders' rights

The exclusively online format of the General Meeting facilitates the effective participation of shareholders and the full exercise of their rights from anywhere in an agile, accessible and secure manner by allowing shareholders to attend under equivalent conditions, regardless of their location, through the use of available technological media.

Optimising remote participation and leveraging the possibilities offered by technological development with an assurance of security

In-person attendance at previous General Meetings of the Company has traditionally been low, with most shareholders opting to exercise their right to vote remotely or via proxy

voting, which justifies the adoption of mechanisms that optimise remote participation of the shareholder base.

For this reason, in recent years Bankinter has been promoting remote shareholder participation in the General Meeting through a remote participation technology platform, which now makes it possible to hold a general meeting exclusively online with sufficient guarantees, thus taking more effective advantage of the possibilities offered by technology. The technological infrastructure has been subjected to exhaustive technical verification and all processes related to the calling, preparation, communication and holding of the Meeting are subject to an independent external audit, which certifies compliance with the applicable procedures and certifies the security, integrity and consistency of the media made available to the shareholders for their effective participation in the Meeting, with guarantees that are equivalent to those of a traditional face-to-face meeting and in full safeguarding of the exercise of their rights.

Alignment with best corporate governance practices

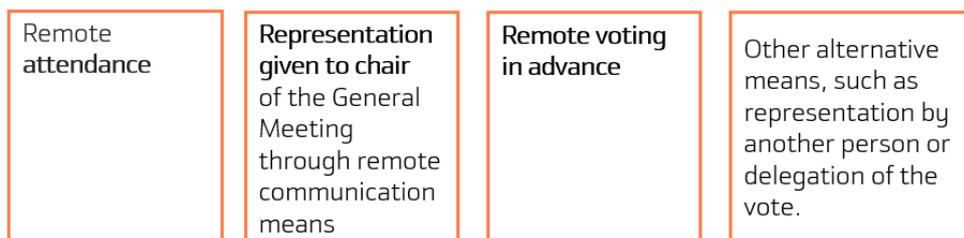
This initiative is part of the Bank's digital transformation process, which is aligned with the most advanced international practices of corporate governance in reference jurisdictions such as the US. and Europe, where a growing number of top-tier listed companies have adopted the format of exclusively virtual shareholder meetings as the standard. This practice has become consolidated as an expression of modernisation and efficiency in the relationship with shareholders.

Efficiency in resource management

Adopting the online format allows for more efficient management of corporate resources and optimisation of the costs associated with organising the General Meeting, with no reduction in the safeguards or quality of the exercise of shareholders' rights. This streamlining benefits the corporate interest and all of the Company's shareholders.

To ensure that shareholders wishing to exercise their right to vote at the Annual General Meeting can attend, Bankinter's board of directors has offered the possibility of participating through the following channels:

CHANNELS FOR EXERCISING SHAREHOLDERS' VOTING RIGHTS



Resolutions proposed to the General Meeting

26/03/2026

1. Review and approval of the 2025 Financial Statements of Bankinter and its Group
2. Review and approval of the 2025 Non-Financial Information and Sustainability Information Statement
3. Review and approval of the 2025 work of the Board of Directors
4. Review and approval of the proposed distribution of earnings and dividend for 2025
5. Re-election of auditor of Bankinter and of the consolidated group for 2026, 2027 and 2028
5. Appointment for the sustainability assurance services provider for 2026-2028.
- 7.1 Re-election of Alfonso Botín-Sanz de Sautuola y Naveda as executive director
- 7.2. Re-election of Teresa Martín-Retortillo Rubio as an independent external director
- 7.3 Establishment of the number of directors
8. Approval of a restricted capitalisation reserve pursuant to the provisions of section 25.1.b) of Law 27/2014 of 27 November on Corporate Income Tax.
- 9.1 Approval of the delivery of shares to the directors for the performance of their executive duties, and to senior management as part of the variable remuneration accrued in 2025
- 9.2 Approval of the maximum level of variable remuneration for certain employees whose professional activities have a material impact on the risk profile of Bankinter or its Group
10. Delegation of powers to the Board of Directors, including the power of substitution, to formalise, interpret, correct and execute the resolutions carried by the General Meeting
11. Annual report on the remuneration of Directors pursuant to article 541 of the Spanish Companies Act

4. BOARD OF DIRECTORS

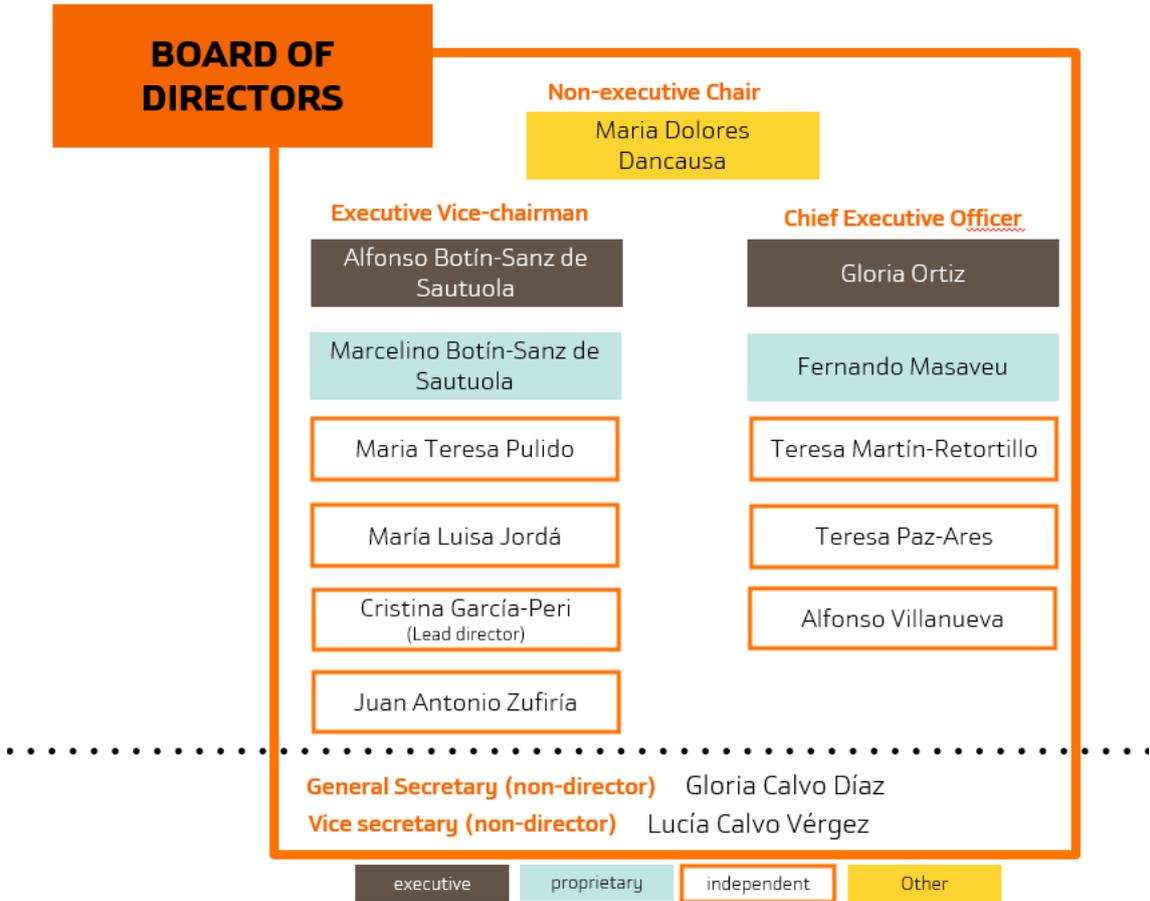
4.1 Composition of the Board of Directors

The by-laws rules state that the Board will consist of a minimum of 5 and a maximum of 15 directors.

The composition of the Board of Directors at 31 December 2025, which is unchanged at the date of approval of this report, was as follows:



(*) Only Ibox 35 company with women in senior positions such as chair of the board and CEO



The following shows the dates directors were first appointed and their last re-election date, with all appointments and re-elections based on a favourable report from the Sustainability and Appointments Committee or a proposal, in accordance with their category, pursuant to the applicable legislation, and the Board Committees on which the directors sat as at the date of approval of this Report:

Role	Director	Category	Initial Appointment	Last re-election	End of term of office	Committees
Non-executive chair	Maria Dolores Dancausa Treviño	Other external	21/10/2010	23/03/2023	2027	 
Executive vice chairman	Mr Alfonso Botín-Sanz de Sautuola y Naveda	Executive	23/03/2022	23/03/2022	2026	
Chief executive officer	Gloria Ortiz Portero	Executive	21/03/2024	21/03/2024	2028	
Director	Mr Marcelino Botín-Sanz de Sautuola y Naveda	Proprietary	21/04/2005	27/03/2025	2029	
Director	Mr Fernando Masaveu Herrero	Proprietary	14/09/2005	27/03/2025	2029	 
Director	Maria Teresa Pulido Mendoza	Independent	23/07/2014	23/03/2023	2027	 
Director	Teresa Martín-Retortillo Rubio	Independent	07/11/2017	23/03/2022	2026	  
Director	Maria Luisa Jordá Castro	Independent	21/03/2019	23/03/2023	2027	  
Lead Director	Cristina García-Peri Álvarez	Independent	21/04/2021	27/03/2025	2029	  
Director	Teresa Paz-Ares Rodríguez	Independent	21/03/2024	21/03/2024	2028	  
Director	Mr Juan Antonio Zufiria Zatarain	Independent	27/03/2025	27/03/2025	2029	  
Director	Mr Alfonso Villanueva Rodríguez	Independent	27/03/2025	27/03/2025	2029	

 Executive committee

 Audit committee

 Risk and compliance committee

 Remuneration committee

 Sustainability and appointments committee

• **Changes in the composition of the Board of Directors**

As explained in [section 1.1](#) of this Report, the following changes to the composition of the Board of Directors took place in 2025:

- **Appointments:**
By the Annual General Meeting on 27 March 2025:
 - Juan Antonio Zufiria Zatarain as an independent external director.
 - Alfonso Villanueva Rodríguez as an independent external director.
- **Resignation** (at his own request and for personal reasons, according to a letter to Board of Directors), with effect, after the holding of the General Meeting: Álvaro Álvarez-Alonso Plaza

No proprietary directors were appointed on the request of shareholders with a shareholding of less than 3% and no formal requests for a seat on the Board were received from shareholders with shareholding equal to or greater than the shareholding of others upon whose request they were appointed proprietary directors.

On 18 February 2026, the Board of Directors agreed to submit the following re-elections of directors to the approval of the 2026 Annual General Meeting, as a consequence of the expiry of their four-year terms:

- Re-election of Alfonso Botín-Sanz de Sautuola y Naveda as executive director
- Re-election of Teresa Martín-Retortillo Rubio as an independent external director.

In accordance with article 529 decies of the Spanish Companies Act, the proposed re-election of the executive director is to be accompanied by a favourable report from the Sustainability and Appointments Committee, while that for the independent external director is based on a reasoned proposal from the Sustainability and Appointments Committee. This information is available to the

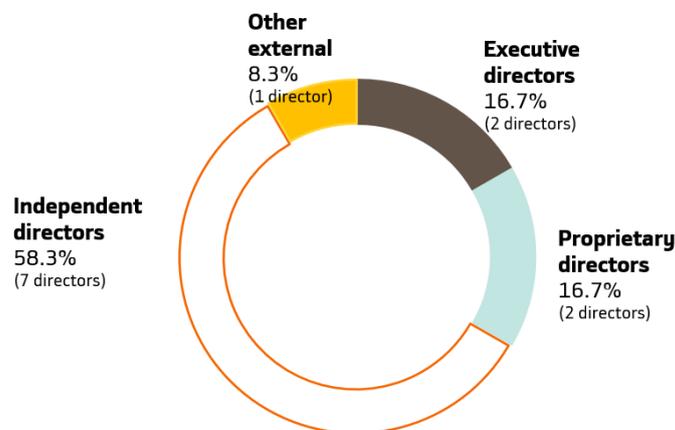
shareholders on the corporate website from the time that the Company's Annual General Meeting is called.

The Board of Directors will maintain, should the proposed re-election of directors submitted to the 2026 Annual General Meeting be approved, the necessary size to ensure its effective operation, the participation of all directors and agility in decision-making. Furthermore, it will maintain a structure that reflects the proportion between the capital of the Company, represented by the proprietary directors and the rest of the capital, thus complying with Recommendation 16 of the Good Governance Code.

Bankinter has a Board composed of a majority of independent directors who make up 58% of the number of board members, which allows it to fully comply with recommendations 15 and 17 of the Good Governance Code, which require that the Board be made up of a large majority of external directors and that the number of independent directors represent at least half of the total number of directors and to align itself with national and international best practices.

- **Composition by categories of directors**

The Board of Directors has a balanced membership between executive and external directors. Most of the external directors are independent. The Sustainability and Appointments Committee verified each director's category. The following table shows the percentages of each director category on the Board:



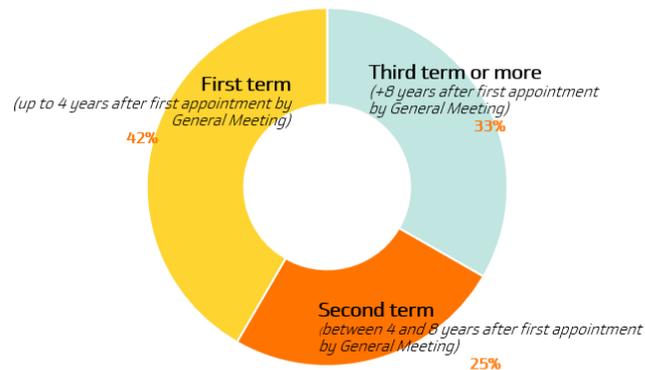
None of the external independent directors receives, from Bankinter or its Group, any amount or benefit other than remuneration as a director, or has or has had a business relationship with the Company or any company in the Group during the past year, whether in his or her own name or as a significant shareholder, director or senior manager of a company that has or has had such a relationship.

- **Term of office of directors.**

The by-laws of Bankinter establish a term of office for directors of four years, the maximum term allowed in the Spanish Companies Act for listed companies. The Regulations of the Board of Directors do not establish, for a director to continue to be considered as independent, a limit on the length of stay in the position other than that established in general in the applicable regulations (12

years). At the end of 2025, the average term of office for board members was approximately 8 years, and for independent external board members, five years.

The following chart shows the percentage of members of the Board of Directors who are serving their first term, those who have been re-elected for a second term and those who have already served for three or more terms:



With this composition, Bankinter's Board of Directors combines directors with experience in performing their role and deep knowledge of the company, including the proprietary directors appointed by significant shareholders committed to the entity in the long term, with the progressive incorporation of new directors who bring new ideas and perspectives to the governing body, thus providing an appropriate degree of balance, diversity and stability.

- **Positions held on Bankinter's Board of Directors**

The various positions on the board of directors and the persons who currently hold them are as follows:

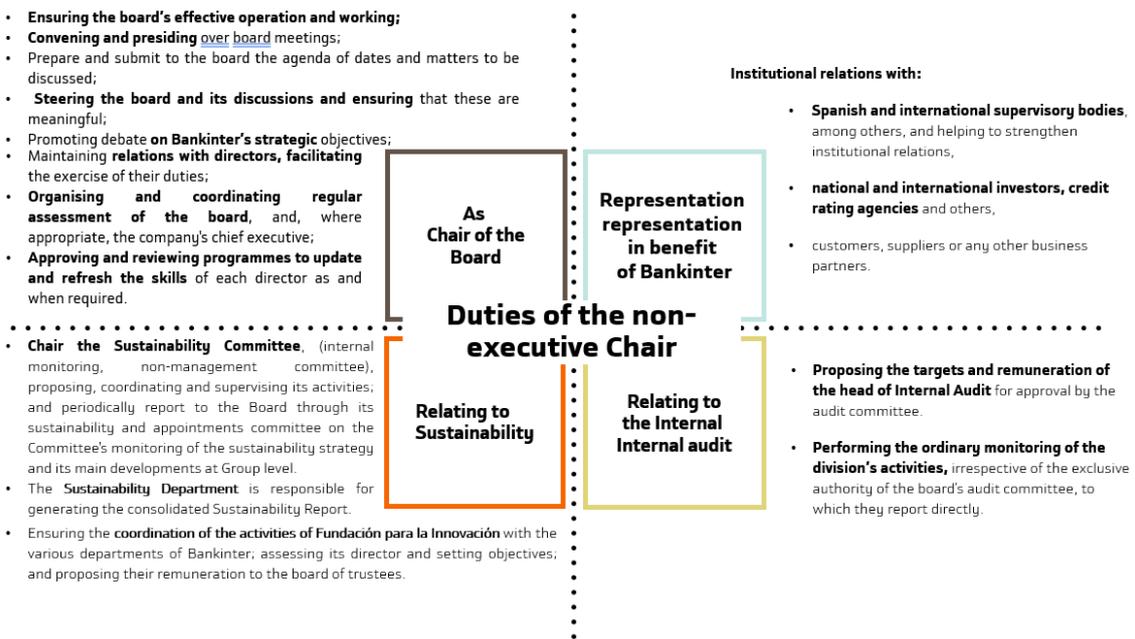


According to article 26 of the corporate by-laws and article 27 of the Regulations of the Board of Directors, the Board of Directors shall appoint a Chairman from among its members, based on a favourable report from the Sustainability and Appointments Committee. Neither the by-laws nor the rules and regulations of the board of directors include specific requirements for being appointed Chair of the Board other than those applicable to Board members.

 **Chair of the Board**
(non-executive)

At present, **María Dolores Dancausa Treviño** is the non-executive Chair of Bankinter, with the category "Other external". Since October 2010, Ms Dancausa has been a member of the Board of Directors of Bankinter, where she performed the role of chief executive officer from 2010 until her appointment as non-executive chair by the board of directors on 21 March 2024, when she ceased all executive duties.

Pursuant to Bankinter's corporate by-laws and the rules and regulations of the board of directors, the Chair of the board of directors is ultimately responsible for the effective operation and working of the Board. Bankinter's chair also discharges the following duties, none of which are executive:



Executive directors

 Vice chairman
 Executive
 Chief executive officer

Articles 26 and 27 of the corporate by-laws and articles 29 and 30 of the rules and regulations of the Board of Directors govern the positions of executive directors. The Board Regulations allows for the permanent delegation of powers upon the executive directors.

As of the date of approval of this report, the following executive positions exist on the Board of Directors:

Alfonso Botín-Sanz de Sautuola y Naveda

Executive Vice-chairman

- Chairs the **executive committee**
- Duties related directly to the risk management of the institution, interest rates (ALCO portfolio).
- Business and corporate development and strategy.
- Investment banking.

Gloria Ortiz Portero

Chief executive officer

Tasked with the day-to-day management of the business and the highest management and executive duties at the Company.

Below is a description of the general features of the current contracts binding the non-executive chairwoman and executive directors to the Company and the existing separation of powers between the two executive positions, including:

Commercial or services contracts

The non-executive Chair holds a services contract with the Company, while the executive Vice-chairman and the Chief Executive Officer hold administration contracts. No other directors have signed contracts with the Company.

Details on their conditions can be found in the current Directors' Remuneration Policy and in the Directors' Remuneration Report.

Separation of functions

Bankinter staunchly defends the importance of a proper **balance of power in decision-making processes** and, to this end, has established a clear **segregation of duties between the non-executive Chair, the executive Vice-chairman and the CEO, as explained in the preceding sections of this report.**

 **Lead Director**
(independent external director)

The Spanish Companies Act, Bankinter's corporate by-laws and the Board Regulations (article 31) state that it is necessary to appoint a Lead Director when the Chair of the Board of Directors is an executive director. Furthermore, the same provision establishes that the Board may decide to appoint a lead director even if the Chair is not executive.

Accordingly, on 21 March 2024, the Board of Directors appointed one of its independent external directors, Cristina García-Peri Álvarez, as the lead director, following good corporate governance practices. The functions assigned to the lead director are those provided for in the rules and regulations of the board of directors.

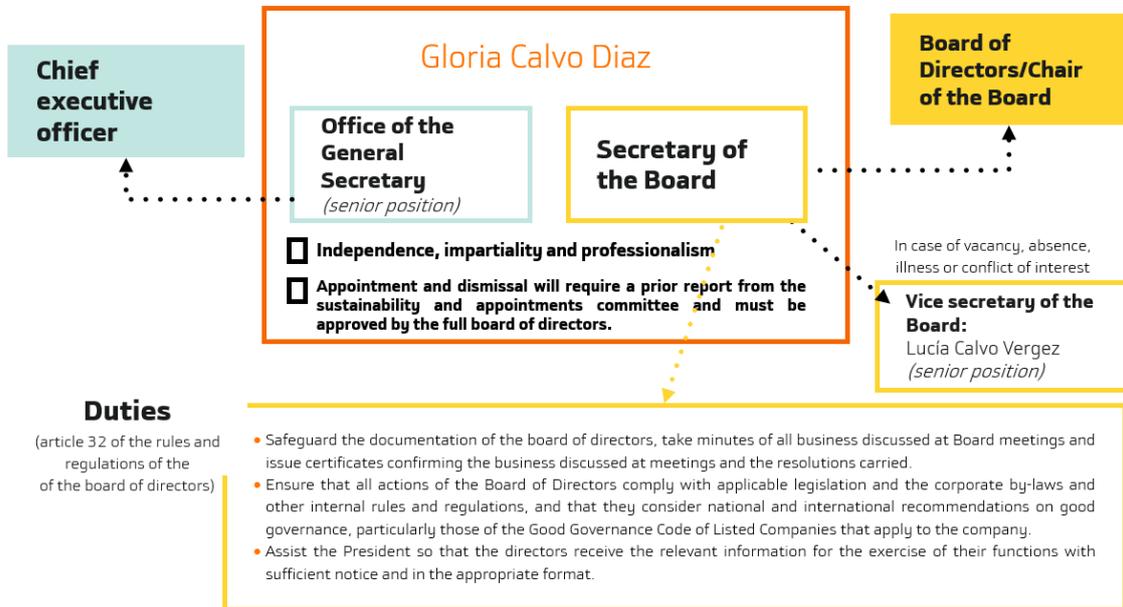
 **Secretary of the Board**
(non-director)

Article 32 of the Rules and Regulations of the Board of Directors' states that the duties of secretary of the board shall be performed by the person appointed by the Board for that purpose, who may or may not be a director.

The secretary of the Board of Directors is currently the general secretary of Bankinter. They also act as secretary for all of the Board Committees.

To ensure the independence, impartiality and professionalism of this post:

- The secretary of the Board, acting in their position as such, reports exclusively to the Board of Directors and its Chair.
- The appointment of the secretary of the Board was decided subject to a preliminary report from the Sustainability and Appointments Committee and it was approved by all Board members.



4.2 Diversity of the Board of Directors

In accordance with the principles established in the Selection and Succession Policy for members of the Board of Directors, selection processes for directors must seek to ensure the necessary diversity in the composition of the Board, ensuring a broad range of knowledge, qualities, points of view and experience, and helping to promote diverse and independent opinions and a robust and mature decision-making process.

Both the Board of Directors and the Sustainability and Appointments Committee, each within their own remit, consider the diversity of training and professional experience, the diversity of gender and any other aspects they consider relevant, respecting the principles of non-discrimination and equal treatment at all times. In this regard, it is ensured that the addition of new Board members maintains the highest standards of efficiency in the Board's work processes, including the efficiency of information flows and communication channels with the senior management, effective and

prudent management by the Board that enables it to always act in the best interests of the Company and the Board's ability to focus on the general supervisory function and on considering strategic matters and matters of particular importance to the Company. Proposals for appointment and re-election of directors will ensure the presence of an adequate percentage of independent directors, and that the size of the Board is as necessary to favour its effective functioning, the participation of all directors and agility in decision-making.

The diversity in terms of the composition of the members of the Board of Directors is reflected in the bank's competency matrix, which includes the competencies of each member of the Board based on their specialist and cross-cutting skills and competencies. This information is especially useful for the selection and appointment processes for Board members.

Likewise, by analysing the information contained in the Board's competencies and diversity matrix, shown below, it can be seen that there are no substantial deficiencies in terms of the qualitative composition of the Board. The suitability and diversity of the Board are monitored continuously.

		Other	Executive directors		External proprietary directors		External independent directors								
		Maria Dolores Dancausa Treviño	Alfonso Botin-Sanz de Sautuola y Naveda	Gloria Ortiz Portero	Marcelino Botin-Sanz de Sautuola y Naveda	Fernando Masaveu Herrero	Maria Teresa Pulido Mendoza	Teresa Martín-Retortillo Rubio	María Luisa Jordá Castro	Teresa Paz-Ares Rodríguez	Cristina García-Peri Álvarez	Alfonso Villanueva Rodríguez	Juan Antonio Zufiria Zatarain		
KNOWLEDGE AND EXPERIENCE	Academic training	Economics and business	*	*	*			*	*	*	*	*	*		
		Law	*				*			*					
		STEM				*						*	*		
		Other fields		*									*	*	
	Experience by subject	Banking	*	*	*	*	*	*	*	*	*	*	*	*	
		Other financial services	*	*	*	*	*	*	*	*	*	*	*	*	
		Accounting and auditing	*	*	*	*	*	*	*	*	*	*	*	*	
		Digital and information technology		*	*				*	*	*	*	*	*	
		Risk management	*	*	*		*		*	*	*	*	*	*	
		Strategy	*	*	*	*	*	*	*	*	*	*	*	*	
		Environmental	*	*	*	*	*	*				*			
		Legal and regulatory	*	*	*		*			*	*				
		Governance and control	*	*	*	*	*	*	*	*	*	*	*	*	*
		HR, talent and compensation	*	*	*		*		*	*	*	*	*	*	*
		International experience	*	*	*	*	*	*	*	*	*	*	*	*	*
	Experience by sector	Private	Board member	*	*	*	*	*	*	*	*	*	*	*	
Senior management			*	*	*			*	*	*	*	*	*		
Public															
Education								*		*			*		
GENDER	Male		*		*	*						*	*		
	Female	*		*			*	*	*	*	*				
FOREIGN NATIONALITY / INTERNATIONAL EDUCATION		*	*	*	*	*	*		*	*	*	*			
AGE	Under 55 years old														
	Between 55 and 70 years	*	*	*	*	*	*	*	*	*	*	*	*		
	Beyond 70 years														
TERM OF OFFICE ON THE BOARD	First term (< 4 years)		*	*					*		*	*	*		
	Second term (between 4 and 8 years)							*	*	*					
	Third term or greater (> 8 years)	*			*	*	*								

As highlighted at the beginning of this report, the addition, in 2025, of two new board members with proven experience and track record in the field of technology and digitalization, as well as in the management of the risks associated thereto, has significantly strengthened the diversity and collective capacity of the Board to address the important challenges that the Bankinter Group faces in its activity.

Director profiles

Set out below are disclosures on the knowledge and experience/skills and competencies and other information of interest of each Board member which is used to create the skills and diversity matrix based on the composition of the Board of Directors as at the date of approval of this report, which was unchanged from 31 December 2025:

Executive directors:

Alfonso Botín-Sanz de Sautuola y Naveda	
Position on the Board:	Executive Vice-chairman
Director category:	Executive
Nationality:	Spanish
	Education: Graduated magna cum laude from Boston University with a degree in economics (major) and classical civilisation Clásicas (minor).
	Experience: He worked at the Corporate Finance and M&A department of Salomon Brothers until 1995. Since then, he has held various positions at Bankinter, including business manager of the Risk division, account manager of Corporate Banking and managing director of Bankinter's venture capital subsidiary. He is also the founding shareholder of Aleph Capital SGEGR, S.A. He sat on Bankinter's board in his own name from 2002 through to 2005 and from 2005 to 2022, he was the natural person representative of director CARTIVAL, S.A. (currently chair/CEO) at Bankinter holding the position of executive Vice-chairman of the Board on behalf of said legal entity director. He is currently the natural person director and executive vice chairman of Bankinter, S.A. and chairman of the executive committee, performing duties related to risk management, interest rates (ALCO portfolio), business and corporate development, strategy and investment banking. Since the end of 2022, he has presided over the board of subsidiary Bankinter Investment. He was chair of the board of Línea Directa Aseguradora, with executive duties, from 2005 until the company's spin-off from the Group in 2021 (when he ceased to perform executive duties), helping drive the company's internal growth and market share. Línea Directa Aseguradora is a leader in telemarketing and digitalisation in the insurance market.



OTHER POSITIONS HELD CURRENTLY:

Positions at non-Bankinter Group companies:

Company name	Director	Does the director have executive duties?	Remunerated?
CARTIVAL, S.A. <i>(significant shareholder of Bankinter)</i>	Chair/chief executive officer	Yes	Yes
Other companies of the CARTIVAL holding company	Sole administrator/member of the Board	Yes	No
Línea Directa Aseguradora, S.A. de Seguros y Reaseguros	Chair (non-executive)	No	Yes
LDA Foundation	Chairman	No	No



Positions at other Bankinter Group companies:

Company name	Director	Does the director have executive duties?	Remunerated?
Bankinter Investment, S.A.U.	Chairman of the Board	No	No

Gloria Ortiz Portero																			
Position on the Board:	Chief Executive Officer																		
Director category:	Executive																		
Nationality:	Spanish																		
	Education: Degree in economics and business studies from ICADE (E-4) and BA Honours in Business Administration from Middlesex University (combined honours).																		
	Experience: She has extensive and proven professional experience in the financial sector, with more than 33 years in the sector, 22 of which have been spent working at Bankinter Group. Her professional career at Bankinter began in 2001 as head of Management Control in the Finance area. Until her current appointment as Chief Executive Officer in March 2024, she held various important positions in the bank, including head of Investor Relations, chief financial officer, head of Digital Banking, Technology and Operations, and head of Wealth and Retail Banking. Her knowledge and contribution to the development of Bankinter and its Group stands out, having participated in and co-led the most important corporate operations undertaken by Bankinter Group in recent years. She is also a member of various boards of directors of Bankinter Group companies.																		
	OTHER POSITIONS HELD CURRENTLY:																		
	Positions at non-Bankinter Group companies:																		
	<table border="1"> <thead> <tr> <th>Company name</th> <th>Director</th> <th>Does the director have executive duties?</th> <th>Remunerated?</th> </tr> </thead> <tbody> <tr> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>			Company name	Director	Does the director have executive duties?	Remunerated?	-	-	-	-								
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Company name	Director	Does the director have executive duties?	Remunerated?																
Bankinter Innovation Foundation	Trustee	No	No																
Bankinter Consumer Finance, E.F.C., S.A.U. (*)	Chair of the board (non-executive)	No	No																
Bankinter Investment, S.A.U.	Member of the board (non-executive)	No	No																

(*) Company in the process of merging with Bankinter, S.A.

External directors:

María Dolores Dancausa Treviño

Position on the Board:	Non-executive chair
Director category:	Other external director ¹
Nationality:	Spanish
	Education: Law degree from CEU San Pablo University. She has also completed an AMP (Advance Management Programme) at INSEAD Business School (Fontainebleau) and several management programmes at Harvard Business School.
	Experience: She has spent her entire career in the financial sector, first at Banco Exterior and then at Bankinter Group. When Línea Directa Aseguradora was created in 1994, she was appointed General Secretary of the company and of the Board of Directors, holding these posts until 2008, when she was appointed the company's Chief Executive Officer. Following her appointment as Chief Executive Officer of Bankinter in 2010, she remained on the board of Línea Directa Aseguradora until its stock market floatation in 2021. During her time as chief executive officer of Bankinter, she chaired the boards of various Group companies, including EVO Banco, Bankinter Consumer Finance, Avantcard and Bankinter Global Services. After thirteen and a half years as chief executive officer of Bankinter, since March 2024 she has been the non-executive Chair. From 2013 to 2018, she served as independent external director of the British firm ESURE INSURANCE LIMITED, one of the UK's leading insurance companies. She is currently an independent external director of the listed companies Acciona, S.A. (since June 2021), where she chairs the appointments and remuneration committee; and Puig Brands, S.A. (since April 2024), where she is a member of the Audit Committee. She is currently a trustee of the Princesa de Girona Foundation (representing Bankinter), where she chairs the Audit Committee, and a trustee of Fundación de la Innovación Bankinter. She is also a member of the board of trustees of the Creciendo (CRE100DO) Foundation and the Línea Directa Foundation.

¹ The binding definition of independent director found in the Spanish Companies Act states that one of the circumstances barring a director from qualifying as an independent director is where that director has been an employee or executive director of the company or its group, unless three or five years, respectively, have elapsed since the end of that relationship. Ms María Dolores Dancausa served as executive chairman of Bankinter until 21 March 2024, when she ceased to discharge executive duties. Therefore, María Dolores Dancausa falls within the category of 'Other external directors'.



OTHER POSITIONS HELD CURRENTLY:

Positions at non-Bankinter Group companies:

Company name	Director	Does the director have executive duties?	Remunerated?
ACCIONA, S.A.	Independent external director and Chair of the Appointments and Remuneration Committee	No	Yes
Puig Brands, S.A.	Independent external director and member of the Audit Committee	No	Yes
LDA Foundation	Trustee	No	No
Princesa de Girona Foundation	Individual representing the trustee Bankinter, S.A. and Chair of the Audit Committee	No	No



Positions at Bankinter Group companies:

Company name	Director	Does the director have executive duties?	Remunerated?
Bankinter Innovation Foundation	Trustee	No	No
Cre100do Foundation	Trustee, individual representing Patrono Bankinter, S.A.	No	No
Bankinter Investment, S.A.U.	Member of the board (non-executive)	No	No

Marcelino Botín-Sanz de Sautuola y Naveda			
Director category:		External proprietary	
Nationality:		Spanish	
	Education: Degree in naval architecture and yacht design from the University of Southampton, United Kingdom (1994).		
	<p>Experience: The company he controls, Botín Partners, S.L., is one of the most reputable companies in its sector in the world. Mr. Marcelino Botín is chief executive officer of the significant shareholder of Bankinter, CARTIVAL, S.A. He was a natural person representative of CARTIVAL on the Board of Directors of Bankinter between 1997 and 2005, when he was appointed by the General Shareholders' Meeting on 21 April 2005 as an external proprietary director, as a natural person, a position he currently holds. He is also currently a member of the Sustainability and Appointments Committee. Mr. Botín has a deep knowledge of Bankinter and its Group and of the financial and banking sector in general, acquired during his long career at Bankinter and CARTIVAL, and a proven commitment to the future of the Bank, as well as a very relevant experience in innovation and technological development.</p>		
	<p>OTHER POSITIONS HELD CURRENTLY:</p> <p>Positions at non-Bankinter Group companies:</p>		
	Does not hold any positions at Bankinter Group companies		

Fernando María Masaveu Herrero	
Director category:	External proprietary
Nationality:	Spanish
 Education:	Degree in law from the University of Navarre
 Experience:	<p>He was a director of Banco Herrero and vice chairman of the Spanish Cement Employers' Association OFICEMEN. He joined the Masaveu Group in 1993 and has held various positions there, currently serving as chairman of the Group, which operates in various sectors, including energy, finance, industry, cement and real estate. He is executive Chairman of Corporación Masaveu, S.A. and, within the Group, Chairman of Cementos Tudela Veguin, S.A., Oppidum Capital, S.L. and the American companies of Masaveu Real Estate US Delaware LLC, Oppidum Renewables USA Inc. and Oppidum Green Energy USA LLC and Texan Cement Inc., among others. Director at EGEO International and EGEO SGPS. He is a joint administrator at Flicka Forestal, S.L., being Chair and/or administrator of various companies controlled by this company. He sits on the general and supervisory committee of EDP, S.A. and is a member of the Corporate Governance and Sustainability Committee and the Remuneration Committee, appointed by the CGS (General Supervisory Board). He is also a director of EDP España, S.A. He is the chairman of the Board of Hidrocantábrico JV, S.L., of Aboño Generaciones Eléctricas, S.L.U. and of Persés Energy Solutions, S.L. He is a proprietary director of Línea Directa Aseguradora, S.A. de Seguros y Reaseguros.</p> <p>He is also Chairman of Fundación María Cristina Masaveu Peterson and Fundación San Ignacio de Loyola. He is a trustee and member of the executive committee and heritage committee of Fundación Princesa de Asturias. Trustee of the ProRAE Foundation. He is an international trustee of Fundación Amigos Museo del Prado. He also a member of the international council of the Metropolitan Museum of Art of New York.</p> <p>He is an Army Brand Ambassador.</p>



OTHER POSITIONS HELD CURRENTLY:

Positions at non-Bankinter Group companies:

Company name	Director	Does the director have executive duties?	Remunerated?
Corporación Masaveu, S.A. (*) <i>(significant shareholders of Bankinter)</i>	Chairman	Yes	Yes
Fundación María Cristina Masaveu Peterson	Chairman	No	No
Fundación San Ignacio de Loyola	Chairman	No	No
Flicka Forestal, S.L. (**)	Joint administrator	Yes	No
Hidrocantábrico JV, S.L.	Chairman	No	No
Aboño Generaciones Eléctricas, S.L.U.	Chairman	No	No
Texan Cement Inc	Chairman	No	No
Perses Energy Solutions, S.L.	Chairman	No	No
EGEO International and EGEO SGPS	Director	No	No
EDP, S.A.	Member of the general and supervisory committee and member of the corporate governance and sustainability committee and the remuneration committee	No	Yes
EDP España, S.A.	Director	No	Yes
Línea Directa Aseguradora, S.A.	Proprietary director	No	Yes

(*) Fernando Masaveu is chairman of the board of directors or member of the administrative body of several national and international companies in the Corporación Masaveu, S.A. group in various sectors.

(**) Fernando Masaveu is chairman of the board of directors / member of the administrative body in several companies controlled by Flicka Forestal, S.L.



Does not hold any positions at Bankinter Group companies.

María Teresa Pulido Mendoza											
Director category:		Independent external									
Nationality:		North American / Spanish									
	Education: Degree in Economics from Columbia University and a MBA from MIT - Sloan School of Management.										
	Experience: She has more than 25 years of professional experience in strategic consultancy (McKinsey & Co), private and corporate banking (Citibank and Deutsche Bank) and infrastructure (Ferrovial S.A.). At these companies, she has mainly worked on strategy, business development and transformation projects. She was head of strategy at Ferrovial from 2011, and a member of the management committee from 2014, until the end of 2024. María Teresa is also part of the MIT - Sloan EMSAEB (executive board).										
	OTHER POSITIONS HELD CURRENTLY:										
Positions at non-Bankinter Group companies:											
<table border="1"> <thead> <tr> <th>Company name</th> <th>Director</th> <th>Does the director have executive duties?</th> <th>Remunerated?</th> </tr> </thead> <tbody> <tr> <td>STRATNET INVERSIONES SRL</td> <td>Director</td> <td>Yes</td> <td>No</td> </tr> </tbody> </table>				Company name	Director	Does the director have executive duties?	Remunerated?	STRATNET INVERSIONES SRL	Director	Yes	No
Company name	Director	Does the director have executive duties?	Remunerated?								
STRATNET INVERSIONES SRL	Director	Yes	No								
	Does not hold any positions at Bankinter Group companies.										

Teresa Martín-Retortillo Rubio															
Director category:		Independent external													
Nationality:		Spanish													
	Education: Graduated from the Colegio Universitario de Estudios Financieros (CUNEF) affiliated with Universidad Complutense de Madrid, with a degree in business administration with a double concentration in auditing and finance. MBA from Harvard Business School (1995).														
	Experience: Since September 2016, she has held senior positions at the IE business school, first as executive president of IE Exponential Learning, which included IE's Executive Education area, and currently as COO-CFO at IE University and non-executive director at Headspring. She was previously senior vice president of strategy and business development at McGraw-Hill Education in the United States. Before that, she was a senior partner In Private Equity Practice at the strategic management consultancy Bain & Company where, for 19 years, she held several positions of responsibility in both Madrid and the United States, focusing in particular on investment advice (venture capital and M&A). She also worked at Goldman Sachs as a corporate finance analyst in London. She was an independent external advisor to the subsidiary EVO Banco, S.A.U., until the time of the merger of said subsidiary with Bankinter, S.A.														
	OTHER POSITIONS HELD CURRENTLY:														
Positions at non-Bankinter Group companies:															
<table border="1"> <thead> <tr> <th>Company name</th> <th>Director</th> <th>Does the director have executive duties?</th> <th>Remunerated?</th> </tr> </thead> <tbody> <tr> <td>IE University</td> <td>CFO-COO</td> <td>Yes</td> <td>Yes</td> </tr> <tr> <td>Headspring, S.L.</td> <td>Director</td> <td>No</td> <td>No</td> </tr> </tbody> </table>				Company name	Director	Does the director have executive duties?	Remunerated?	IE University	CFO-COO	Yes	Yes	Headspring, S.L.	Director	No	No
Company name	Director	Does the director have executive duties?	Remunerated?												
IE University	CFO-COO	Yes	Yes												
Headspring, S.L.	Director	No	No												
	Does not hold any positions in other Bankinter Group companies.														

María Luisa Jordá Castro																			
Director category:	Independent external																		
Nationality:	Spanish																		
	Education: She holds a degree in Business Science and MBAs from Instituto de Empresa and Centro Estudios Financieros (1985-1987) and a masters in Digital Business from The Valley Business School (2016-2017). Business Angel course at Deusto Business School Madrid (2018). She is a member of Spain's Official Register of Account Auditors (ROAC) and the Institute of Chartered Accountants of Spain, where she is the chair of the technical advisory committee.																		
	Experience: She has extensive experience and a long track record in auditing, control and finance, having served as CFO, head of investment, head of internal audit and corporate governance, and board member at various financial companies and enterprises operating within the real estate, consumer and telecoms sectors, and at organisations such as Corporación Empresarial ONCE, gaining ample executive experience in finance and auditing. She has also accumulated a wealth of experience in corporate governance at multinational and listed companies, in relation to auditing, strategy and control; and in telecommunications, having previously sat on the board of JAZZTEL and the BANCO EUROPEO DE FINANZAS (100% Unicaja). Until March 2024, she was an independent director and member of the audit committee of ORANGE España. She is also an independent director at MERLIN PROPERTIES Socimi S.A., where she chaired the audit committee for 4 years and is currently a member, and also member of the appointments and remuneration committee. She is currently an independent director of Grupo BIMBO (where she is also a member of the evaluation, compensation and appointments committee and the audit and corporate practices committee).																		
	OTHER POSITIONS HELD CURRENTLY:																		
	Positions at non-Bankinter Group companies:																		
	<table border="1"> <thead> <tr> <th>Company name</th> <th>Director</th> <th>Does the director have executive duties?</th> <th>Remunerated?</th> </tr> </thead> <tbody> <tr> <td>Merlin Properties Socimi, S.A.</td> <td>Independent external director (and member of the audit committee and the appointments and remuneration committee)</td> <td>No</td> <td>Yes</td> </tr> <tr> <td>Grupo Bimbo</td> <td>Independent external director (and member of the audit committee and chair of the evaluation and nomination committee)</td> <td>No</td> <td>Yes</td> </tr> <tr> <td>Institute of Chartered Accountants of Spain</td> <td>Chair of the technical advisory committee</td> <td>No</td> <td>No</td> </tr> </tbody> </table>	Company name	Director	Does the director have executive duties?	Remunerated?	Merlin Properties Socimi, S.A.	Independent external director (and member of the audit committee and the appointments and remuneration committee)	No	Yes	Grupo Bimbo	Independent external director (and member of the audit committee and chair of the evaluation and nomination committee)	No	Yes	Institute of Chartered Accountants of Spain	Chair of the technical advisory committee	No	No		
Company name	Director	Does the director have executive duties?	Remunerated?																
Merlin Properties Socimi, S.A.	Independent external director (and member of the audit committee and the appointments and remuneration committee)	No	Yes																
Grupo Bimbo	Independent external director (and member of the audit committee and chair of the evaluation and nomination committee)	No	Yes																
Institute of Chartered Accountants of Spain	Chair of the technical advisory committee	No	No																
	Does not hold any positions at Bankinter Group companies.																		
	Also undertakes paid consultancy activity at Laboratorios Normon.																		

Cristina García-Peri Álvarez

Director category: Independent external/Lead director

Nationality: Spanish

 **Education:** Degree in economics and finance, *summa cum laude*, from ICADE, and an MBA from Harvard Business School, as well as an Executive Masters' in digital capabilities and innovation (DIBEX) from the Instituto ISDI business school.

 **Experience:** She has experience in areas such as the financial and real estate sector, as well as extensive professional experience in investment banking and capital markets and derivatives. This experience was gained mainly at international level in the positions she held at J.P. MORGAN, BANK OF AMERICA MERRILL LYNCH, BRETEMA CAPITAL, GOLDMAN SACHS and McKinsey & CO. This experience in the financial sector is combined with his experience in the real estate sector, where he has developed his professional career since 2011 at Grupo Azora. She also has experience in defining and implementing environmental, social and governance (ESG) policies and goals as member of Azora Group's INREV - ESG and sustainability committees. Currently, she is managing partner of Business Development at Azora Capital S.L. She is honorary trustee of the NGO Plan Internacional España and was a director of EVO Banco, S.A.U., a subsidiary of Bankinter, until July 2022. She has held the position of coordinating director at Bankinter since March 2024.

 **OTHER POSITIONS HELD CURRENTLY:**

Positions at non-Bankinter Group companies:

Company name	Director	Does the director have executive duties?	Remunerated?
Azora Capital S.L.	Managing partner	Yes	Yes
Círculo de Empresarios	Member of the management board and executive committee	No	No

 Does not hold any positions in other Bankinter Group companies.

Teresa Paz-Ares Rodríguez											
Director category:		Independent external									
Nationality:		Spanish									
	Education: Holder of a degree in Law and Economics and Business Sciences from the Pontifical University of Comillas, ICADE E-3 and has completed an ESG Programme for Directors at ESADE.										
	Experience: She has an extensive professional career in the legal and corporate sphere, developed over more than thirty years at Uría Menéndez, a firm she joined in 1992 and where she was a partner from 2002 until December 2023. During her professional tenure at Uría Menéndez, she worked in the Barcelona, London and Madrid offices. Throughout her career, she has specialized in corporate law and mergers and acquisitions, having advised the boards of directors and management teams of numerous companies on highly complex and high-impact projects. She has also provided strategic legal advice in highly regulated sectors—including, among others, life sciences and TMT—covering both regulatory and commercial matters. With regard to knowledge and experience in the financial sector, she was secretary of the Board of Directors and the Executive Committee of Bankinter in 2015. She has been recognised for years as one of the leading lawyers in this sector in all of the international directories (Chambers, Legal 500, i.e.). In addition, she has experience in providing strategic advice to family offices.										
	OTHER POSITIONS HELD CURRENTLY:										
	Positions at non-Bankinter Group companies:										
	<table border="1"> <thead> <tr> <th>Company name</th> <th>Director</th> <th>Does the director have executive duties?</th> <th>Remunerated?</th> </tr> </thead> <tbody> <tr> <td>Compañía de Distribución Integral Logista Holdings, S.A.</td> <td>Independent external director</td> <td>No</td> <td>Yes</td> </tr> </tbody> </table>			Company name	Director	Does the director have executive duties?	Remunerated?	Compañía de Distribución Integral Logista Holdings, S.A.	Independent external director	No	Yes
Company name	Director	Does the director have executive duties?	Remunerated?								
Compañía de Distribución Integral Logista Holdings, S.A.	Independent external director	No	Yes								
	Does not hold any positions in other Bankinter Group companies.										
	In addition, she performs the following remunerated activities:										
	Additionally, she performs other paid activities: provision of legal advisory services and is a guest lecturer in the "Leading from the Board" program organized by the University of Deusto.										

Juan Antonio Zufiría Zatarain

Director category: Independent external

Nationality: Spanish

 **Education:** Holds a degree in Aeronautical Engineering from the Polytechnic University of Madrid in 1982, as well as a PhD in Mathematics - PhD in Applied Mathematics, from the California Institute of Technology, in addition to a PhD in Aeronautical Engineering from the Polytechnic University of Madrid in 1989. He also holds a master's degree in Business Administration (IBM Master of Business Management), having studied at SDA Bocconi (Milan) and London School of Economics (London).

 **Experience:** Mr Juan Antonio Zufiría is a prominent international leader with more than 30 years of experience at IBM, where he held key roles in research, strategy and management. He has led the organisation in Europe and the global technology segment, standing out for his customer focus and his leadership in the transformation towards cognitive solutions and the cloud. His vision combines skills in mathematics and computer science with a deep understanding of strategy and finance, enabling him to guide organisations towards innovation and business success.

His active participation in prominent business, academic and institutional forums is noteworthy. He has been a full member of Spain's Royal Academy of Engineering since 2011 and is currently its Vice Chairman (LIV Medal). Mr Zufiría has also performed external activities, allowing him to participate in the governance of a variety of organisations in different fields, such as Club Excelencia en Gestión, ESADE, IE, the Royal Academy of Engineering, Spain's Engineering Institute, the Autonomous University of Madrid, etc. In addition, he has served as Chairman of the Bankinter Innovation Foundation since June 2024.

 **OTHER POSITIONS HELD CURRENTLY:**
Does not hold any positions at Bankinter Group companies.

 **Positions at Bankinter Group companies**

Company name	Director	Does the director have executive duties?	Remunerated?
Bankinter Innovation Foundation	Chairman	No	No

Alfonso Villanueva Rodríguez

Director category: Independent external

Nationality: Spanish/American

 **Education:** His academic background includes a master's degree in "Arts in Information Technology and Mass Communication" from Northeastern University in Boston, a degree he obtained in 1995 and another master's degree in Business Administration (MBA) from London Business School, University of London.

 **Experience:** During his 15 years in consulting, he was a Senior Partner at McKinsey & Company, leading the technology practice in Asia and Oceania as Managing Partner since 2011. He was seconded from McKinsey to SingTel in Singapore, serving as Chief Innovation Officer and Chief Operating Officer of SingTel Digital Life (between 2012 and 2013), leading the launch of its digital group. He chaired Innoventures (joint venture between SingTel and SoftBank) for investment in digital assets in Southeast Asia.

Highlights include his experience at Paypal (Silicon Valley), between 2015 and 2024, as a member of management committee, reporting directly to CEO, the top executive in corporate intelligence, overseeing the strategy, business development and acquisition teams, as well as the company's digital intelligence and data teams. Until September 2023, he also headed the CEO Office, highlighting his leadership in negotiations with central banks and various regulators in the United States, Europe and Asia on issues related to, among others, payment methods, digital currencies, blockchain and changes in the financial system.

He has been a member of the Board of Directors of Mercado Libre (Mexico and Brazil) and in recent years, an observer of the Board of Directors at Mercado Libre, representing PayPal, where he led the digitisation of sending and receiving remittances in Mexico from the United States. Currently, since 2017, he is independent director of the multinational Insurance Euro Assistance Group (Paris), also serving as chair of its Audit Committee; as well as executive vice chairman of Verizon Communications, Inc. since 2025.

Mr Villanueva was named in the prestigious "Powerlist" of the Top 100 Global Corporate Venturing professionals for his work as an investor and business angel in technology-based start-ups.

 **OTHER POSITIONS HELD CURRENTLY:**

Positions at non-Bankinter Group companies:

Company name	Director	Does the director have executive duties?	Remunerated?
Euro Assistance Group (Paris)	Independent external director	No	Yes
Verizon Communications, Inc.	Executive vice chairman	Yes	Yes

 **Does not hold any positions at Bankinter Group companies.**

Limitations on the number of positions held simultaneously by board members

Regarding the **positions in other governing bodies**, it is necessary to indicate that, as it is a credit institution, the directors of Bankinter are subject to the rules on limitations and incompatibilities established by the applicable legislation and, in particular, to the provisions of Law 10/2014, of 26 June, on the Regulation, Supervision and Solvency of Credit Institutions and Circular 2/2016, of the Bank of Spain, on credit institutions on regulation, supervision and solvencia, regarding the number of positions that its directors can hold, in addition to the one held in the Entity. Thus, a director from Bankinter may not simultaneously hold more positions than those provided for in the following combinations, according to the calculation rules established in Spanish law:

- (i) One executive position and two non-executive positions; or
- (ii) four non-executive positions.

Bankinter has included this restriction in its Board Regulations. Bankinter also has a policy on incompatibilities and restrictions for Bankinter senior officers and other executives approved by the board of directors on 20 December 2017. This policy is available on the corporate website.

These are detailed below: (i) positions held by members of Board of Directors in other group companies; (ii) positions held by members of Board of Directors in other entities (listed or unlisted) that do not belong to the group; and (iii) other remunerated activities carried out by members of Board of Directors:

Positions held by directors in other Group companies

Director	Entity name	Position	Executive powers	Remunerated
MARIA DOLORES DANCAUSA TREVIÑO	Bankinter Investment, S.A.U.	Director	No	No
MARIA DOLORES DANCAUSA TREVIÑO	Bankinter Innovation Foundation	Trustee	No	No
MARIA DOLORES DANCAUSA TREVIÑO	Fundación Creciendo (CRE100DO)	Trustee	No	No
ALFONSO BOTÍN-SANZ DE SAUTUOLA Y NAVEDA	Bankinter Investment, S.A.U.	Chairman	No	No
GLORIA ORTIZ PORTERO	Bankinter Consumer Finance, E.F.C., S.A.U.	Chair	No	No
GLORIA ORTIZ PORTERO	Bankinter Investment, S.A.U.	Director	No	No
GLORIA ORTIZ PORTERO	Bankinter Innovation Foundation	Trustee	No	No
JUAN ANTONIO ZUFIRIA ZATARAIN	Bankinter Innovation Foundation	Chairman	No	No

Position of directors in other listed and unlisted entities:

Director	Entity name	Position	Executive powers	Remunerated
MARIA DOLORES DANCAUSA TREVIÑO	ACCIONA, S.A.	Director	No	Yes
MARIA DOLORES DANCAUSA TREVIÑO	Puig Brands, S.A.	Director	No	Yes
MARIA DOLORES DANCAUSA TREVIÑO	Línea Directa Foundation	Trustee	No	No
MARIA DOLORES DANCAUSA TREVIÑO	Princesa de Girona Foundation	Trustee	No	No
ALFONSO BOTÍN-SANZ DE SAUTUOLA NAVEDA	Cartival, S.A.	Chair/chief executive officer	Yes	Yes
ALFONSO BOTÍN-SANZ DE SAUTUOLA NAVEDA	Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros	Chairman	No	Yes
ALFONSO BOTÍN-SANZ DE SAUTUOLA NAVEDA	Línea Directa Foundation	Chairman	No	No
ALFONSO BOTÍN-SANZ DE SAUTUOLA NAVEDA	Cartival Group companies	Sole administrator	Yes	No
MARCELINO BOTÍN-SANZ DE SAUTUOLA NAVEDA	Cartival, S.A.	Chief executive officer	Yes	No
MARCELINO BOTÍN-SANZ DE SAUTUOLA NAVEDA	Botín Partners, S.L.	Sole administrator	Yes	No
FERNANDO MASAVEU HERRERO	Corporación Masaveu, S.A.	Chairman	Yes	Yes
FERNANDO MASAVEU HERRERO	Fundación María Cristina Masaveu Peterson	Chairman	No	No

FERNANDO MASAVEU HERRERO	Fundación San Ignacio de Loyola	Chairman	No	No
FERNANDO MASAVEU HERRERO	Flicka Forestal, S.L.	Joint administrator	No	Yes
FERNANDO MASAVEU HERRERO	Companies controlled by Corporación Masaveu, S.A. (Masaveu Group)	Director	-	No
FERNANDO MASAVEU HERRERO	EDP España, S.A.	Director	No	Yes
FERNANDO MASAVEU HERRERO	EDP, S.A.	Director	No	Yes
FERNANDO MASAVEU HERRERO	Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros	Director	No	Yes
FERNANDO MASAVEU HERRERO	Aboño Generaciones Eléctricas, S.L.U.	Chairman	No	No
FERNANDO MASAVEU HERRERO	Hidrocantábrico JV, S.L.	Chairman	No	No
FERNANDO MASAVEU HERRERO	Texan Cement Inc.	Chairman	No	No
FERNANDO MASAVEU HERRERO	Perses Energy Solutions, S.L.	Chairman	No	No
FERNANDO MASAVEU HERRERO	EGEO International and EGEO SGPS	Director	No	No
MARIA TERESA PULIDO MENDOZA	Stratnet Inversiones SRL	Sole director	No	No
TERESA MARTÍN-RETORTILLO RUBIO	IE University	CFO-COO	No	Yes
TERESA MARTÍN-RETORTILLO RUBIO	Headspring, S.L.	Director	No	No
MARÍA LUISA JORDÁ CASTRO	Merlin Properties SOCIMI, S.A.	Director	No	Yes

MARÍA LUISA JORDÁ CASTRO	Grupo BIMBO	Director	No	Yes
CRISTINA GARCIA-PERI ÁLVAREZ	Azora Capital, S.L.	Managing Partner of Business Development and Strategy	Yes	Yes
CRISTINA GARCIA-PERI ÁLVAREZ	Círculo de Empresarios	Member of the board of directors and executive committee	No	No
TERESA PAZ-ARES RODRIGUEZ	Compañía de Distribución Integral Logista Holdings, S.A.	Director	No	Yes
JUAN ANTONIO ZUFIRIA ZATARAIN	Royal Academy of Engineering of Spain	Vice chairman	No	No
JUAN ANTONIO ZUFIRIA ZATARAIN	Club Excelencia en Gestión	Honorary Chairman	No	No
ALFONSO VILLANUEVA RODRIGUEZ	Euro Assistance Group	Director	No	Yes
ALFONSO VILLANUEVA RODRIGUEZ	Albar Court Ventures	Sole administrator		Yes
ALFONSO VILLANUEVA RODRIGUEZ	Verizon Communications, Inc.	Vice chairman	Yes	Yes

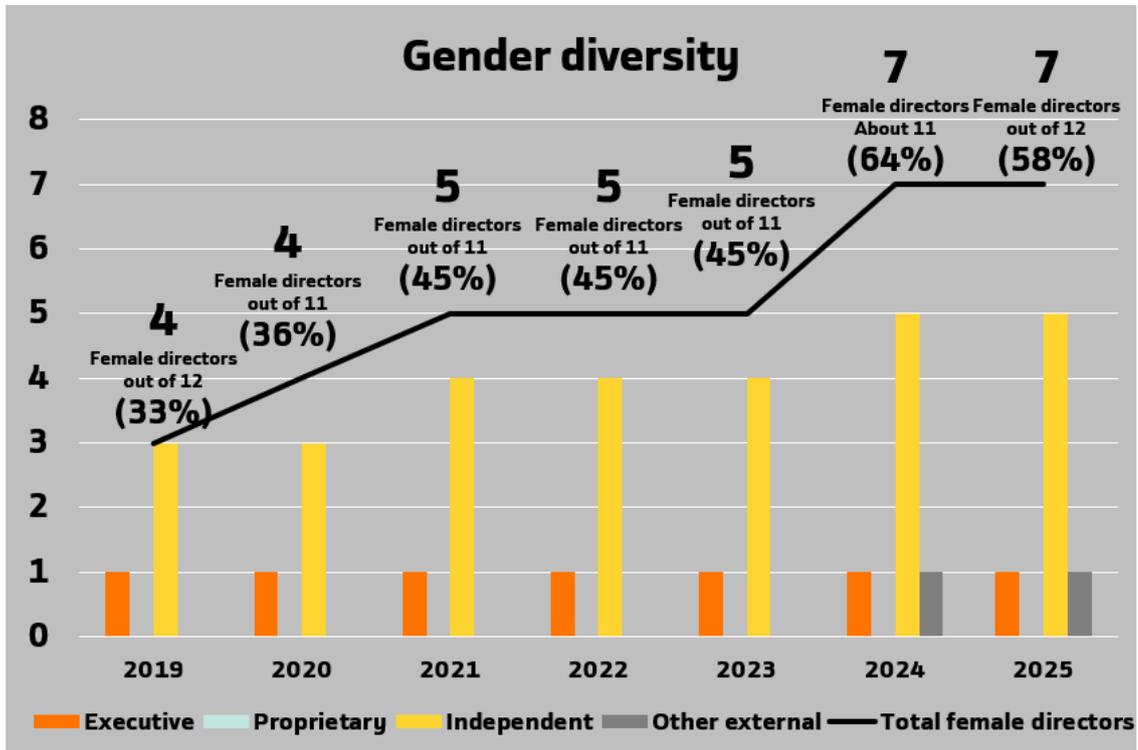
Other remunerated activities

There have been no changes at the date of approval of this report:	Activity	Remunerated
TERESA PAZ-ARES RODRIGUEZ	Provision of legal advisory services and is a guest lecturer in the "Leading from the Board" program (University of Deusto) and Directors' Program (EDEM).	Yes
MARÍA LUISA JORDÁ CASTRO	Consulting activities in Laboratorios Normon	Yes



Gender diversity

Given the changes that have taken place in the composition of the Board of Directors following the Annual General Meeting held on 27 March 2025, changes in the number of female directors in the Board of Directors of Bankinter are shown below, indicating their category:



The graph above demonstrates Bankinter's ongoing commitment to equal opportunities for men and women. For the proposed appointment of members of the Board of Directors, Bankinter applies objective selection processes, free of conditions or biases that could limit women's access to independent positions on the Board, assessing in each case the candidate's independence, professional worth, ability and experience in the sector.

Bankinter's selection procedures set out in the policies details in section 4.4, facilitate the identification of candidates of the less represented gender, avoiding implicit biases. The aim is to ensure, wherever possible, that candidates of that gender who have the professional profile sought are included among the pre-selected candidates, in order to ensure a balanced presence of men and women and to ensure that the number of Board members of the less represented gender meets or exceeds the thresholds in prevailing regulations and recognised good corporate governance recommendations.

The Sustainability and Appointments Committee monitors compliance with this objective and others that are considered relevant, indicating the reasons for any non-compliances, the measures to resolve these and the timetable for action.

Bankinter prioritises the professional merits and experience of its directors, without placing any constraints in relation to the gender of the candidates.



Gender diversity targets:

Since 2015, Bankinter has been in the forefront of companies that seek to ensure the representation of women on their boards of directors and in their senior management. It has exceeded the objectives set ever since.

Following the modification of recommendation 15 of the Good Governance Code in 2020 and taking into account the size of Bankinter's board of directors, the Board set a new target for representation of the less represented gender on the board of 40% before the end of 2022. This target was met ahead of schedule with the appointment of Cristina García-Peri by the 2021 Annual General Meeting, which brought the percentage of women on the Board to 45%.

As noted, following the latest appointments made at the Annual General Meeting of March 2025, the percentage of women in the Board of Directors both as 31 December 2025 and as at the date of approval of this Report is 58% (seven women).

Bankinter is a pioneer in complying with objectives for equal representation and a balanced presence of women and men on the Board of Directors, and it was already in compliance with provisions of Organic Law 2/2024, of 1 August, on equal representation and a balanced presence of women and men, prior its approval.

Bankinter is the only company in the IBEX35 with two women in its main administration and management roles (non-executive Chair of the Board of Directors and Chief Executive Officer). The other female directors (five) are independent external directors.

The number of female members on Bankinter's Board Committees at the end of the last four years is shown below, from which we can see that the number of women on most of the committees was maintained or increased in 2025:

	Number of female directors				% of directors for each committee			
	2025	2024	2023	2022	Year 2025	Year 2024	Year 2023	Year 2022
Executive Committee	4	3	1	1	57	60	20	20
Audit Committee	5	3	1	1	100	75	25	25
Risk and Compliance Committee	3	3	3	3	60	75	75	75
Remuneration Committee	2	2	1	1	50	50	25	25
Sustainability and Appointments Committee	3	2	2	2	75	50	50	50

4.3 Regulations of the Board of Directors

The internal operation and workings of the Board of Directors and Board Committees shall be governed by the Regulations of the Board of Directors, in accordance with applicable law and the corporate by-laws. The Regulations of the Board of Directors shall regulate such matters as the rights and duties of directors, the rules of conduct in the securities market to which directors are subject and specific measures to ensure the best possible management of the Company. The approval and any subsequent amendment of these regulations must be ratified by two thirds of its members in the form of a resolution.

The Regulations of the Board of Directors of Bankinter are available on the company's website, together with the other documents regulating its internal bodies:

4.4.- Director Selection and Succession Policy

In 2025, the Board of Directors of Bankinter proceeded, at the proposal of the Sustainability and Appointments Committee, to a review of the Directors Selection and Succession Policy, which was initially approved on 18 November 2015 and is available on the Company's corporate website.

The Director Selection and Succession Policy was updated by the Board of Directors on 27 March 2025 and 17 December 2025 with the aim of aligning the Policy with market best practices and supervisory expectations, and updating it with the incorporation of all possible situations and forecasts.

Consequently, director selection and succession processes are subject to the following general principles:

Principles of the Selection and Succession Policy for Board Members

(17 December 2025)

-  Ensure compliance with **applicable legislation and regulations** and compliance with the provisions of the By-laws and the rules and regulations of the board of directors regarding the composition of the board of directors.
-  Seek to ensure that there is a **clear majority of independent directors on the board of directors** and that the number of executive directors remains at a bare minimum in view of the Group's complexity.
-  Ensure an **adequate balance** between proprietary and independent directors, reflecting, wherever possible, the proportion between share capital carrying voting rights represented by proprietary directors and the rest of the share capital.
-  Seek **diversity in their composition**, in such a way as to enrich decision-making and contribute a variety of standpoints when debating matters that fall within the board's remit.
-  They will ensure the stability of the board, guaranteeing that the succession of all board members, as well as the chair and the director, is carried out in a planned and coordinated manner, protecting the continuity and sustainability of Bankinter and its Group, even in unforeseen situations.

In addition, as noted in the report made available in the latest Annual General Meeting, the Board of Directors, in accordance with the EBA and ESMA joint guidelines on suitability assessments, approved a Policy on the suitability assessment of directors and key function holders at Bankinter on 25 July 2018. This policy was reviewed, the current text of which, which only featured drafting changes with no substantial modifications, was approved by the Board of Directors, at the proposal of the Sustainability and Appointments Committee, on 19 February 2025.

4.4.1.- Director succession

Pursuant to the Director Selection and Succession Policy, as described above, director succession processes must be suitably planned and coordinated so as to ensure continuity in the Board's work and oversight irrespective of whether they involve planned or unforeseen succession.

Succession of the chair

Under the Policy, the Lead Director, in accordance with article 31 of the Board Regulations, proposes to the Board the succession of the Chair of the Board.

In planning the succession of the Chair, the Board of Directors considers in particular the possibilities of internal succession, to which end every year it seeks to identify whether the Board has members with the experience, knowledge and understanding of Bankinter Group needed to ensure adequate performance of the duties the Regulations of the Board of Directors assign to its Chair.

Succession of the Chief Executive Officer

The Sustainability and Appointments Committee, in coordination with the Chair of the Board and the Vice-chairman, as the case may be, is responsible for proposing approval of the succession planning for the Chief Executive Officer to the Board.

To this end, every year the CEO submits to the Sustainability and Appointments Committee a list of candidates for the position of CEO in the short, medium and longer term for approval by the Board of Directors. The list of candidates for the succession considers the potential candidates' personal and professional competencies, and their ability to lead the development and implementation of the Bank's strategy.

Director succession

The Director Selection and Succession Policy also covers succession of the members of the Board in general.

The Sustainability and Appointments Committee ensures that the succession of directors is duly planned so as to guarantee the stability needed for normal operation of the Board. It also establishes the frequency and procedure for evaluating the need for changes to the Board of Directors, with a medium- and short- term vision.

The Director Selection and Succession Policy also covers the succession of the Chairs of the Board Committees.

4.4.2.- Director selection

Director selection processes invariably start with an analysis of the Company's needs and those of the companies belonging to its group. The board of directors carries out such analysis while relying on the advice of the Sustainability and Appointments Committee.

As a general rule, candidates for directorships at the Company must also be persons of integrity, good name and suitability and have recognised expertise, skill, experience, qualifications, training, availability and commitment to their duties.

The Sustainability and Appointments Committee assesses the balance of competencies, expertise, diversity and experience necessary for the Board of Directors. For this purpose, it defines the functions and aptitudes required of candidates for each vacancy, and assesses the time and dedication needed for them to properly discharge their duties.

4.5 Appointment, re-election and removal of directors

The appointment of directors' rests with the General Meeting or, where appropriate, with the Board of Directors by co-option if a position falls vacant, in accordance with the Spanish Companies Act, the corporate by-laws and the Regulations of the Board of Directors.

Proposals submitted by the Board of Directors to the General Meeting regarding the appointment, ratification or re-election of directors require a preliminary recommendation or report from the Sustainability and Appointments Committee (depending on the category of director concerned), following a formal and transparent procedure. If the Board decides not to follow the recommendation of the Sustainability and Appointments Committee, it must give the specific reasons in its decision.

Because Bankinter is a financial institution, the appointment of new board members requires, among other matters, compliance with the procedures and requirements set forth in Act 10/2014, of 26 June, on the organisation, supervision and solvency of credit institutions, and in Royal Decree 84/2015 of 13 February, enacting that Act.

Article 9 of the Regulations of the Board states that persons caught by any the prohibitions prescribed by applicable law or regulations or any by-law incompatibility may not be appointed as directors, nor may individuals who, either directly or through a related party, encounter a conflict of interest with the Company or another Bankinter Group company, or those proposed by one or more shareholders in any of which there are such conflicts of interest.

The Board may not co-opt or submit proposals or motions to the general meeting regarding the appointment, re-election or ratification of directors and must oppose other proposals or motions that run contrary to article 9 of those Regulations.

The Regulations of the Board, in accordance with the corporate by-laws, regulate the causes and the procedure for removal and resignation of directors. In accordance with article 11, directors shall step down from office when they have completed the mandate for which they were appointed, whereupon they may be re-elected, and when so decided by shareholders convened at a General Meeting or by the Board of Directors by virtue of the powers conferred upon them under applicable law or the corporate by-laws.

Directors must offer to resign and, if the Board of Directors sees fit, tender that resignation in the following cases:

- if, having been appointed on the nomination of a significant shareholder, the significant shareholder informs the Company, at any time, that it does not intend to re-nominate the director once their term of office comes to an end;
- when they are caught by any of the ineligibilities, prohibitions or legal grounds for dismissal or resignation, as set out in the rules and regulations of the board of directors, including conflicts of interest and the duty not to engage in competing activities;
- where the director acts or omits to act in a way that falls short of the duty of care expected of their position, or where they seriously breach their duties as director, including the duty of secrecy and all other responsibilities and obligations set out in the rules and regulations of the board of directors;
- where their continuance on the board could harm the Company's interests, whether directly or through the director's links with related persons;

- where, for any other reason, they might cause serious damage or loss to the Company's interests, its good name or reputation, or to the board's own operations or, in general, if they lose the board's trust for any justifiable reason; and
- where any other circumstance exists warranting a director's resignation in accordance with applicable recommendations on good corporate governance in force in Spain and accepted by the Company, insofar as the board considers such circumstances to exist.

The director shall be obliged to inform the Board of Directors of any such situation and of any criminal proceedings in which they may be under investigation, including the ongoing status of such proceedings.

In all of the cases described above, the Board of Directors may propose a director's dismissal after previously ordering the director to step down. Resolutions of the Board of Directors confirming that valid reasons exist warranting the director's resignation, as provided for in the regulations, and accepting the resignation tendered by the director, shall be carried out on the recommendation of the Sustainability and Appointments Committee, unless the matter is urgent or there is an overwhelming need.

The Board has not been informed or otherwise become aware of any situation affecting a director that could harm the company's credit and reputation, either in relation to their performance in the company or outside it.

As established in the Regulations of the Sustainability and Appointments Committee, when, due to resignation or for any other reason, a director leaves their position before the end of their mandate, the Sustainability and Appointments Committee will ensure that the Company acts in a transparent manner with respect to the process and its causes. Accordingly, when the departure is due to the director's resignation, the Committee shall evaluate the information in the outgoing directors' letter to the Board, where appropriate. If it deems that insufficient information is available, it shall liaise with the director to ascertain the reasons for their resignation. The Committee shall also ensure that the board of directors publishes the reasons and circumstances of the departing director in an appropriate manner, including an explanation of the reasons for the departure in the annual corporate governance report.

Since 2015, Bankinter has also had a Policy for the prevention of conflicts of interest for senior officers, which defines the general operating principles for the prevention of such conflicts. This was updated most recently in June 2024, as described later in this report.

Lastly, neither the corporate by-laws nor the Regulations of the Board set any age limit for directors.

4.6.- Training of Board members

On 25 October 2017, the board of directors approved the Policy on the training of Board members, which is available on the corporate website. This policy aims to define the required principles for guaranteeing that Board members' qualifications are up to date for performance of their duties in the Entity through training, ensuring that they have the abilities required to perform their supervisory duties objectively and with independent judgement at all times.

This policy considers two types of training:

Training on joining the Board	When Board members are selected, to ensure that the directors have sufficient and adequate specialised knowledge to discharge their duties efficiently, they are given a training programme to teach them about the organisational structure of entity and its group, focusing especially on the regulations that apply to their business activities and on any other matters considered necessary for new board members to know how to fully perform their duties while serving on the Board. This training plan has been applied to new Board members.
Continuous training	At the request of the board members themselves or following an analysis conducted by the bank, Bankinter will provide Board members group and/or personalised training based on their individual skill set and role on the board, bearing in mind the diverse profiles, training, experience and expertise that Bankinter may require.

Training was given to Board members on the following topics in 2025:

Joint training session for members of the Sustainability and Appointments Committee and the Audit Committee (*)	On the new EBA Guide on ESG Risk Management. (provided by an external party)
Joint training session for members of the Sustainability and Appointments Committee and the Audit Committee (*)	On the new European Central Bank Guide on Governance and Risk Culture. (provided by an external party)
To all members of the Board of Directors	<ul style="list-style-type: none"> i) Geopolitical risks: overview and potential business implications (provided by an external party) ii) Technology: Blockchain and Crypto. (provided by an independent external director on the Board) iii) Cybersecurity (provided by an external party) iv) Anti-money laundering and counter terrorist financing. vi) Updating of the regulatory map for impacts on the activity of Bankinter Group

(*) The other members of the Board were invited.

It is important to note that Bankinter combines training provided by external experts with training prepared and delivered by internal specialists in different areas. This allows for combining a theoretical or cross-cutting approach with a focus on the specific impact that different subjects can have on the future of the Entity and its Group, resulting in highly satisfactory outcomes in terms of the quality perceived by the directors.

4.7.- Preparation and conduct of Board meetings

In accordance with Regulations of the Board of Directors, the Board shall approve, before the start of each financial year, a calendar of meetings for the following year and a provisional agenda. Directors are entitled to propose additional items to be added to the agenda. The calendar and the agenda may be amended by resolution of the board itself or by decision of the Chairman, who will report the change to the directors sufficiently in advance, except in cases of emergency. The minimum number of meetings will be 10 per year (well above the legal requirement to hold meetings once a quarter).

- **Preparation of meetings:**

On 16 December 2015, Bankinter's Board of Directors approved a procedure for preparing meetings of the board of directors of Bankinter, S.A. and its committees, in compliance with the rules set out above, so as to ensure that Board and Committee members are fully aware of the business being discussed and resolutions being carried and have sufficient time ahead of the meeting to scrutinise each matter.

Announcements must be made sufficiently ahead of the date of meetings, except where this proves impossible due to the urgency of the matter or some other pressing need. The procedure for preparing for meetings of the board and its committees includes the following aspects, among others:

- Calendar of meetings for the Board and its Committees.
- Method and site for holding meetings.
- The notice and agenda for each meeting.
- The time and means for making the documentation available that will be the subject of analysis and debate at each meeting.
- Channels and media for communicating with the directors
- Responsible for compliance with this procedure

It guarantees the right of directors to receive, before the Board or Committee meeting is held, the necessary information in order to adequately assess the corresponding transactions or decisions so that they may reasonably prepare for the meetings and take an active part in the discussions.

In addition, as already indicated in other reports, Bankinter has set up a director's website, where directors can **access all the information** needed to grant a proxy and give instructions on how to vote.

The Board Secretary will be responsible for managing and providing the information and communication to Board members, through online services, the director website and by maintaining and regularly updating such information. They shall also ensure that the relevant deadlines are observed.

Furthermore, the procedure approved in 2015 provides that *"Directors may ask the chairman, doing so through the secretary's office, for any documentation or information they may need in order to properly prepare for meetings, enjoying full access to the minutes, reports and presentations relating to meetings held."*

During the external and internal assessment processes conducted in recent years, directors confirmed that they had received enough information sufficiently ahead of the meetings.

- **Operation of meetings:**

Conduct of the meetings	The Board of Directors, either directly or through its Committees, fully exercised its supervisory function in 2025. It was kept well informed of the workings and activities of Bankinter Group's various business units and of general matters that fall within the scope of its supervisory functions. Most notably, the board continued to monitor the Bank's strategic objectives, which were periodically discussed under specific items on the respective agendas. Similarly, Board members were informed of the conclusions of the various internal and external audit reports, among many other matters addressed, including risk management and control at Bankinter Group.
Voting on motions	Resolutions shall be carried in meetings by an absolute majority of directors in attendance (either in person or by proxy), unless the law or the by-laws call for a supermajority. The latter do not allow for super-majorities other than those legally required. The chairman is authorised to hold secret ballots when the Board of Directors is to vote on directors' appointment, re-election or removal from office, or any other matters deemed of particular importance.

Directors affected by a conflict of interest in connection with an order of business must abstain from discussing and voting on the related motion.
If there is any doubt, the chairman shall decide whether the proxies granted by the directors are valid. The chairman shall also steer proceedings, give the floor, end discussions and ask the meeting to vote as, when and in any order he or she sees fit.

Granting of voting proxies on other Board members:

The Board Regulations provide that for each meeting, the directors may grant their right to vote, and issue instructions with regard to how that right to vote is to be exercised, to any other director by letter, fax, telegram, e-mail, or any other means considered to be valid by the Regulations. Proxies must be delivered to the chairman or secretary of the board before the start of the meeting. One director may hold a number of proxies.
As set out in the Spanish Companies Act, non-executive directors at listed companies may not give their proxy to another executive director; they may only give the proxy to a fellow non-executive director.
Under all circumstances, failure to attend by directors should be limited to unavoidable cases only.
In 2025, a director unable to attend delegated his vote with specific instructions, as discussed in the following section.

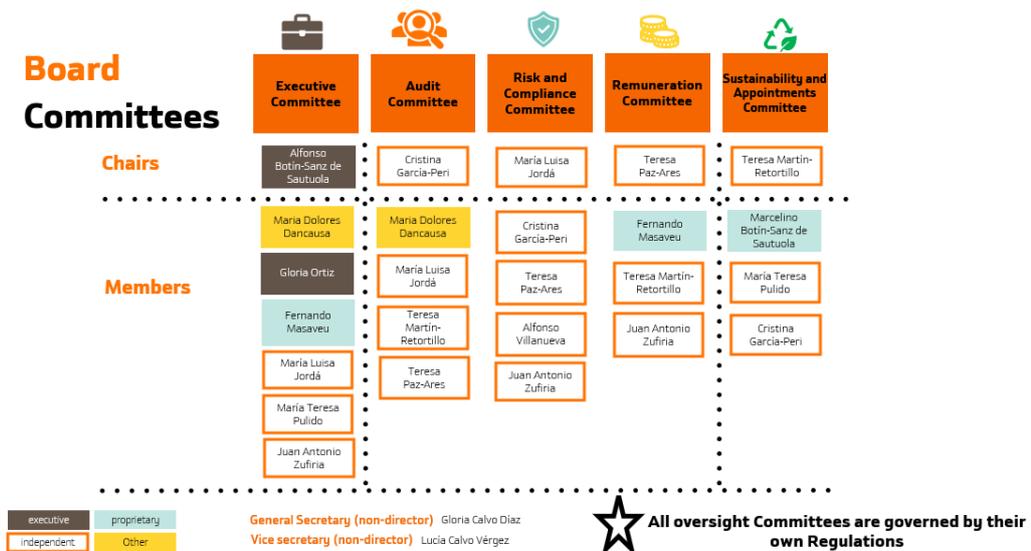
External advisory

The rules and regulations of the Board of Directors provide that in those matters that fall within the remit of the Board and the Board's Committees, the directors may ask the Company to engage the services of auditors, consultants, advisers or other independent experts, in order to assist the board or the committee concerned in relation to such matters.

4.8.- Board Committees

The Board has delegated powers to the Executive Committee. Furthermore, the board of directors has four committees with oversight, reporting and advisory powers and authority to issue proposals and recommendations in different matters under their purview.

The composition of the committees at 31 December 2025, the reference date for this report, was as follows:



The functioning of the Committees is regulated in the by-laws and in the Board Regulations. In order to foster the independence of the Board's supervisory Committees and determine the principles of action and the basic rules of their composition, operation and powers, in accordance with best corporate governance practices in the commercial field, the Board of Directors, at the proposal of each Committee (that is, the Audit Committee, the Risk and Compliance Committee, the Remuneration Committee and the Sustainability and Appointments Committee, respectively) approved their respective Regulations. All these documents are available on the Company's corporate website (www.bankinter.com/webcorporativa).

All Board committees with non-executive oversight duties draw up an annual report on their respective activities, which is then made available to shareholders on the Company's corporate website prior to the holding of the Annual General Meeting: www.bankinter.com/webcorporativa.

All Committees report to the Board, through their respective Committee Chairs, on all work and activities performed, whether at specific meetings convened for that purpose or at the next Board meeting, as the Chair deems necessary.

In those matters that fall within the remit of the Board's Committees, the Committee members shall have access to all information and documents required for the discharge of their duties and may ask the Company to engage the services of auditors, consultants, advisers or other independent experts, as appropriate, in order to assist the committee concerned in relation to such matters. It is up to the competent committee to take the appropriate measure.



Executive Committee:

Composition

The Board Regulations (article 38) provide that the Executive Committee shall consist of no fewer than three and no more than seven directors, at least two of whom must be non-executive directors and at least one of must be independent. They must all be appointed by the Board of Directors, on the recommendation of the Sustainability and Appointments Committee.

The appointment of the members of the Committee will be for the term determined by the Board of Directors and will require the favourable vote of at least two-thirds of the members of the Board of Directors. The Committee Chair shall be named by the Board of Directors from among its ranks. The secretary of the board of directors shall act as secretary to board committees.

The composition of the executive committee at 31 December 2025 was as follows:

Director	Position	Category	Date of appointment to the Committee
Alfonso Botín-Sanz de Sautuola y Naveda	Chairman	Executive	21/03/2022 (*)
María Dolores Dancausa Treviño	Member	Other external	22/05/2019
Gloria Ortiz Portero	Member	Executive	21/03/2024
Fernando Masaveu Herrero	Member	External proprietary	21/03/2020
María Luisa Jordá Castro	Member	Independent external	21/03/2024

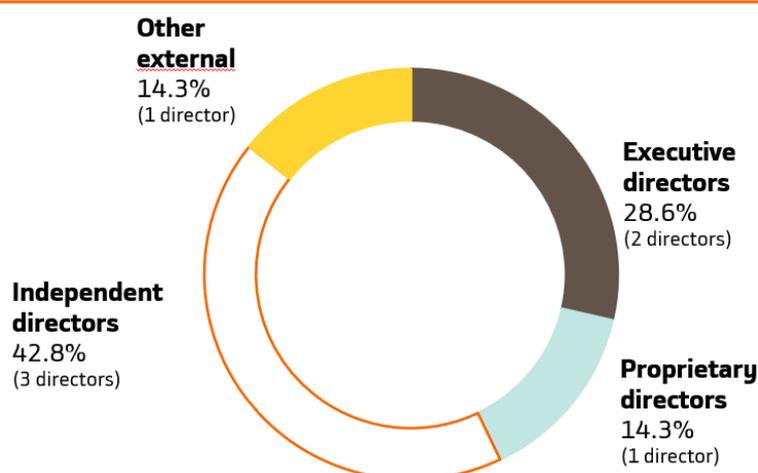
María Teresa Pulido Mendoza	Member	Independent external	22/01/2025
Juan Antonio Zufiria Zatarain	Member	Independent external	27/03/2025

(*) Chair of the committee from that date

During the 2025 financial year, the composition of the Executive Committee was increased with two new independent external members, which strengthens compliance with recommendation 37 of the Good Governance Code which establishes that its composition *should have at least two non-executive directors, one of them an independent*. Additionally, the new members have deepened the Committee's overall knowledge and experience in matters related to technology, digitalization and strategy.

The composition of the Committee in terms of diversity and, particularly, in training and experience of the Committee members is available at the competencies and diversity matrix of the section 4.2 of this Report.

Distribution by category of director Executive committee



As noted, this composition follows recommendation 37 of the Good Governance Code as amended in June 2020: "at least two of whom are non-executive directors, and at least one of whom is independent", which was transposed into article 38 of the Regulations of the Board of Directors in December 2020.

Remit, operation and activity in the year 2025

In general, all powers vested in the board of directors may expressly and permanently be delegated, save for those that may not be delegated by law, the corporate by-laws, or the rules and regulations of the board of directors.

Specifically, irrespective of the general delegation of powers, the executive committee is empowered to:

Generally authorise credit transactions up to the limit set by the board of directors. Transactions involving directors, senior officers and other related transactions are excluded from this delegation of powers and must be approved by a fully-formed board of directors.

Authorise new businesses and individual transactions, provided they are non-strategic and do not carry any special tax risk for the Company or its group.

Monitor the different businesses, types of customers and their segmentation across the Bank, the Bank's sales networks and organisations, as well as the products and services offered, all in line with the strategic plan or business plan approved by the board of directors for such purpose.

Monitor any significant changes in the shareholding structure.

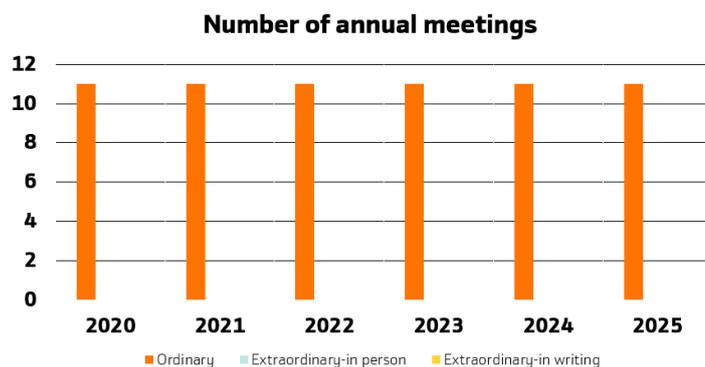
The Executive Committee meets as often as it is called by its chairman and also when requested by three of the directors who sit on it.

The Executive Committee reports to the Board of Directors on the matters discussed and the decisions taken thereon and shall make copies of the minutes of such meetings available to the Board members.

In 2025, the Executive Committee met a total of 11 times (all of them ordinary), the same number of meetings as in previous years. The attendance rate of committee members at meetings (whether by telematic media or in person) in the 2025 financial year was 96%.

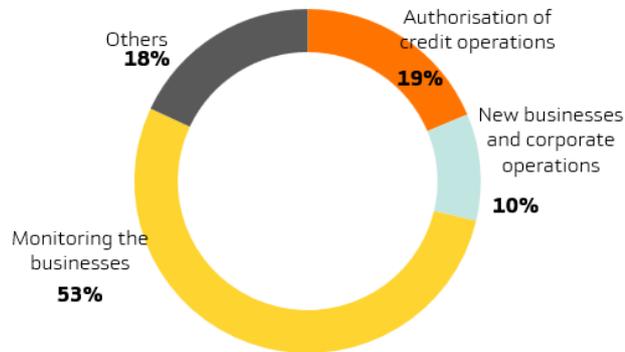
Further details on these matters are found in sections 4.9 and 4.10 of this Report.

The chart shows the trend in the number of meetings held by the Executive Committee in recent years:



In its exercise the powers delegated to it by the Board of Directors, the Executive Committee mainly focused its activity in 2025 as shown in the following chart, which indicates the percentage of time dedicated to each of the activities, to: (i) monitoring the business; (ii) studying and authorising lending transactions that have subsequently been submitted to the Board of Directors for ratification; (iii) analysing new businesses and corporate operations; and (iv) other management or supervisory matters within the scope of delegated functions that cannot be classified under the above categories.

2025 duties:
Distribution of time spent



Audit Committee

Bankinter's Audit Committee is regulated in article 33 of the by-laws and in article 39 of the Board Regulations of Bankinter, which include its functions and the basic rules of its organisation and operation. In addition, the Audit Committee has its own Regulations to ensure the Committee's independence and establish its principles of action and determine its composition, workings and remit. The current text of the regulation of the Audit Committee was approved by the Board of Directors on 18 May 2022.

All these documents are available on the Company's corporate website page, in the "Corporate Information" section, subsections "corporate governance and remuneration policy" and "internal rules and regulations."

Composition

The Audit Committee, in accordance with the by-laws, the Regulations of the Board of directors and its own Regulations shall comprise a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, on the recommendation of the Sustainability and Appointments Committee, and feature a majority of independent directors. The Committee chair shall be an independent director and must be replaced every four years at least. The Committee chair may be re-elected once one year has passed from the time he or she stepped down. As stipulated in the regulations, the chair must be an independent external director to foster the independence of the Committee. All the current members of the Audit Committee are external directors and a majority are independents, following best practices in the market.

The composition of the Audit Committee at 31 December 2025 was as follows:

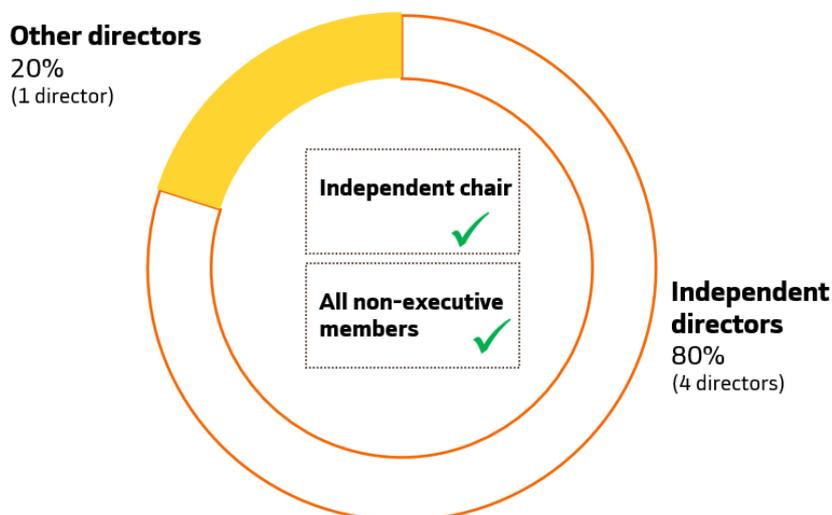
Director	Position	Category	Date of appointment to the committee
Cristina García-Peri Álvarez	Chair	Independent external	21/03/2024 (*)
María Dolores Dancausa Treviño	Member	Other external	27/03/2025
María Luisa Jordá Castro	Member	Independent external	22/05/2019
Teresa Martín-Retortillo Rubio	Member	Independent external	21/03/2024
Teresa Paz-Ares Rodríguez	Member	Independent external	27/03/2025

(*) Chair and member of the committee since 21/03/2024

In 2025, two new members of the Committee were appointed: the non-executive chair, María Dolores Dancausa Treviño, performing the functions assigned to her in relation to the Internal Audit division; and Teresa Paz-Ares Rodríguez, who contributes training and experience in legal and regulatory matters. Furthermore, her incorporation strengthens the existence of common directors between the Audit Committee and the Risk and Compliance Committee, allowing a global and cross-cutting vision of the control functions and internal audit, which results in better supervision of the Entity's risk control environment.

The secretary of the Board of Directors, Gloria Calvo Díaz, acts as secretary of the committee.

Distribution by category of director Audit committee



All members of the Audit Committee have been appointed taking into account that, across the Committee as a whole, there is sufficient knowledge and/or experience in accounting, auditing, internal control and risk management, regulation and technology (IT), as well as in non-financial reporting and sustainability and in relation to the banking sector.

The composition of the Committee in terms of diversity and, particularly, in training and experience of the Committee members is available at the competencies and diversity matrix of the section 4.2 of this Report.

Remit, operation and activity in the year 2025

The Audit Committee is responsible for the functions and powers conferred by the Law, the by-laws, the Board Regulations and its own Regulation.

The Audit Committee is responsible for, among others, the following functions:



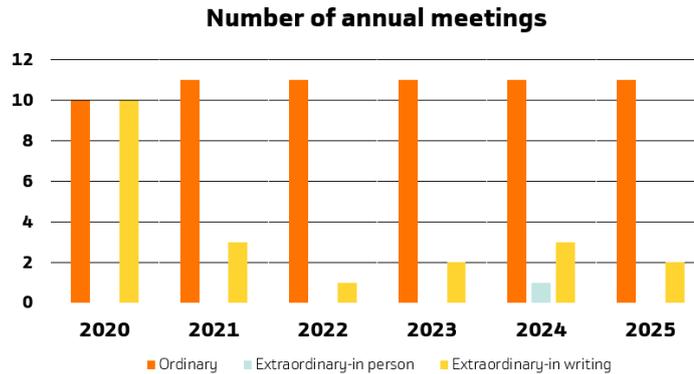
Broadly speaking, the Committee meets as often as the Board of Directors. It shall also meet whenever called by its chair, by the chair of the board of directors, or when two of its members ask it to do so. In the absence of its chair, the meeting shall be chaired by the independent director appointed for that purpose by the Committee.

The Head of Internal Audit may attend meetings of the Committee as a speaker but not as a member. The external auditors may also attend Committee meetings, at the invitation of the Chair. The external auditors attend all meetings at which their reports on the financial statements and management report of the Bank and the Group, and information on sustainability, are examined, as well as other meetings called to verify the half-yearly and quarterly results prior to their publication.

In 2025, the Audit Committee met a total of 13 times, 11 in an ordinary capacity and two in an extraordinary capacity (in writing and without a physical meeting). The attendance rate of Committee members at meetings (whether by telematic media or in person) in the 2025 financial year was 98%.

Further details on these matters are found in sections 4.9 and 4.10 of this Report.

The chart shows the trend in the number of meetings held by the Committee in recent years:



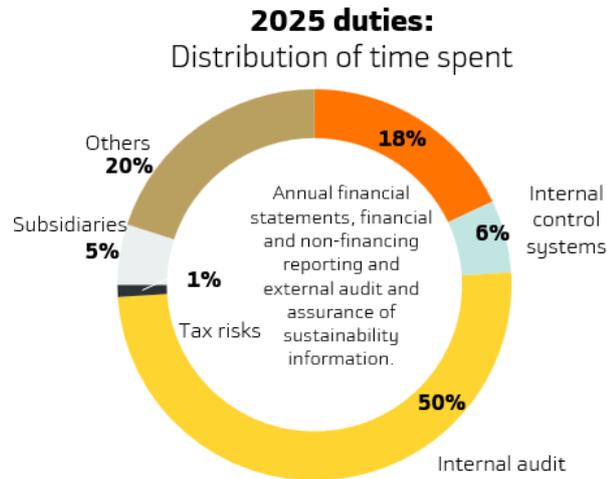
Through its Chair, the Committee informs the Board of Directors of the content of its Meetings. A copy of the minutes is made available to all members of the Board.

The Committee prepares an annual report (the "**Activity Report of the Audit Committee**") on the activities carried out and matters dealt with by the Committee in the corresponding year, which is approved by the Board of Directors and published on the corporate website of Bankinter at the time of the call of the Annual General Meeting. In this regard, the **Activity Report of the Audit Committee 2025** was approved by the Board on 21 January 2026 and made available on the corporate website prior to the holding of the Annual General Meeting of 2026.

As noted in the **Activity Report of the Audit Committee 2025**, the Committee has satisfactorily addressed all the issues under its remit, providing appropriate and timely information to the Board of Directors of Bankinter. The following are some of the most significant activities that the Committee carried out in 2025 within its assigned remit:

- As its main function, the Committee monitored the integrity of the financial and non-financial information, in close collaboration with the audit, paying particular attention, following the recommendations of the CNMV, to compliance with Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, as regards corporate sustainability reporting (the "**CSRD Directive**") in an environment of regulatory uncertainty resulting from the lack of a national transposition as well as the simplification initiatives within the EU.
- The Committee also actively oversaw revisions on technology and cybersecurity risks and the model implemented for their control and management, notably the follow-up to the implementation of Regulation (EU) 2022/2554 of the European Parliament and of the Council of 14 December 2022 on the Digital Operational Resilience of the Group (DORA) to ensure the Group's ability to build, secure and control its operational integrity and reliability and paying particular attention to the development of solutions and models based on Artificial Intelligence, including those applicable to the audit activity itself, taking into account the EU Regulation on AI, which will apply from 2 August 2026.
- Likewise, following a public bidding process initiated in 2024, with evaluation of the team of professionals, knowledge of the sector, audit approach, relationship with regulators and fees, it has proposed to the Board, for approval by the Annual General Meeting of 2026, the re-election of PricewaterhouseCoopers Auditores, S.L. ("**PwC**") as auditor for the years 2026-2028. It has also proposed the appointment of PwC as the verifier of sustainability information for 2026-2028 considering that, although the CSRD Directive has not yet been incorporated into the Spanish law, for reasons of coherence and uniformity in the review of the financial and non-financial and sustainability information, it was appropriate to submit said appointment to the Board as well.

The following chart displays the approximate distribution of time spent by the committee on each function and duty within its remit in 2025:



For more information, see the [Activity Report of the Audit Committee 2025](#) available at the corporate website.

Risk and Compliance Committee

The Bankinter Risk and Compliance Committee is regulated by article 34 of the by-laws, as well as by article 40 of the Board Regulations of Bankinter which contain the basic rules of its organisation and operation and its remit. In addition, the Risk and Compliance Committee has its own rules and regulations to ensure the committee's independence and establish its principles of action and determine its composition, workings and remit. The current text of the regulation of the risk and compliance committee was approved by the board of directors on 19 June 2024.

All these documents are available on the Company's corporate website page, in the "Corporate Information" section, subsections "corporate governance and remuneration policy" and "internal rules and regulations."

Composition

The Risk and Compliance Committee, in accordance with the by-laws, the Regulations of the Board of Directors and its own rules and regulations shall comprise a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, on the recommendation of the Sustainability and Appointments Committee, and feature a majority of independent directors, and the chair of the committee shall be an independent. The members of the risk and compliance committee are currently all independent external directors, following best practices in the market.

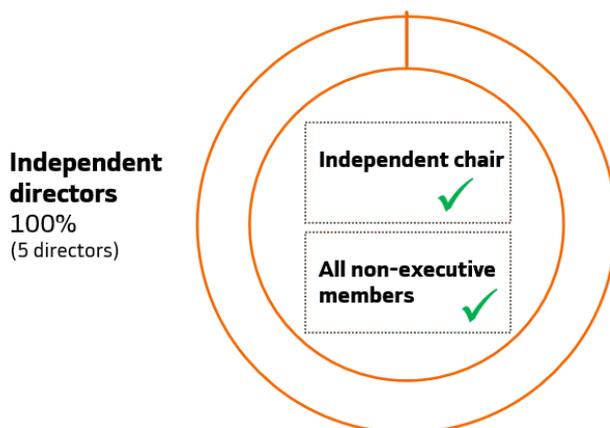
The composition of the Risk and Compliance Committee at 31 December 2025 was as follows:

Director	Position	Category	Appointment date Committee
María Luisa Jordá Castro	Chair	Independent external	22/05/2019
Cristina García-Peri Álvarez	Member	Independent external	20/10/2021
Teresa Paz-Ares Rodríguez	Member	Independent external	01/12/2024
Alfonso Villanueva Rodríguez	Member	Independent external	27/03/2025
Juan Antonio Zufiría Zatarain	Member	Independent external	27/03/2025

The Secretary of the Board of Directors, Gloria Calvo Díaz, acts as secretary of the Committee.

In 2025, the two new independent external advisors, Alfonso Villanueva Rodríguez and Juan Antonio Zufiría Zatarain, have joined the Risk and Compliance Committee to strengthen the supervision that the Committee exercises increasingly actively over technological and digitalization risks.

Distribution by category of director Risk and compliance committee



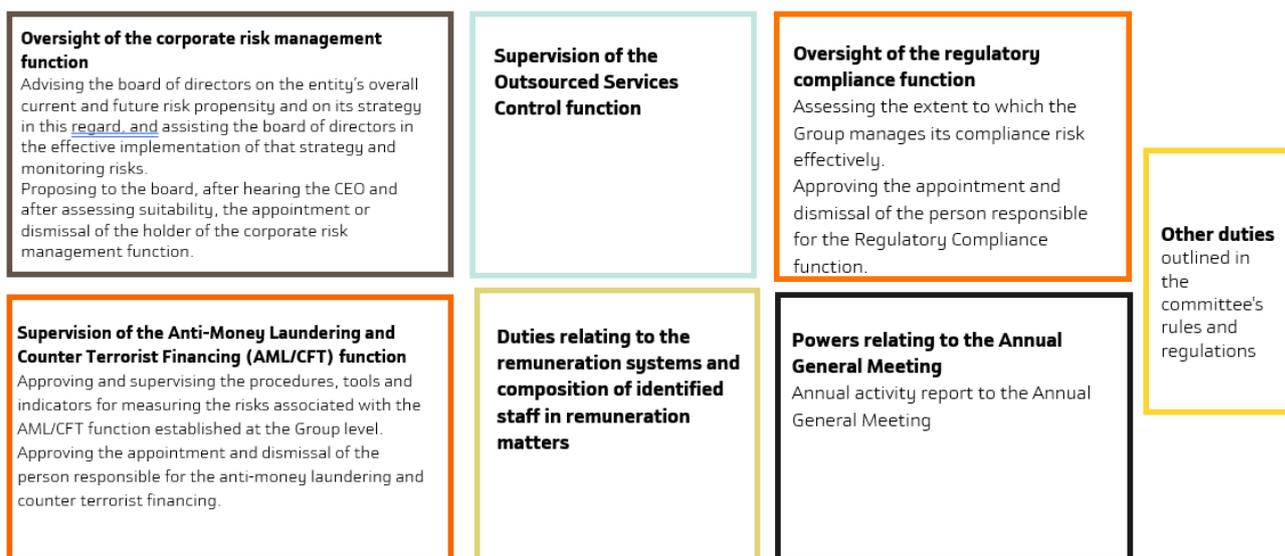
Members of the Risk and Compliance Committee have been appointed taking into account their knowledge and experience in regulatory risks, control and compliance matters and, in the matters, entrusted to the Committee. The Committee members as a whole provide this knowledge and experience and relevant professional knowledge and experience in relation to the banking sector.

The composition of the Committee in terms of diversity and, particularly, in training and experience of the Committee members is available at the competencies and diversity matrix of the section 4.2 of this Report.

Remit, operation and activity in the year 2025

The Risk and Compliance Committee is responsible for the functions and powers conferred by the Law, the by-laws, the board regulations and its own Regulation.

The Risk and Compliance Committee’s powers include the following, among others:



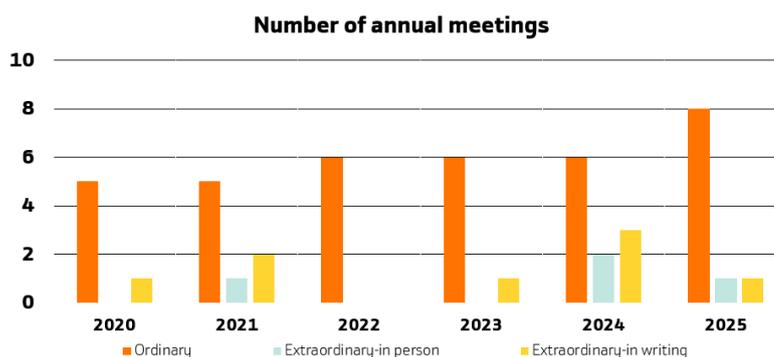
In order to properly perform its duties, the risk and compliance Committee meets as often as called in accordance with the agreed meeting schedule, or as often as the Committee or its chair agrees to convene a meeting. At the Committee's discretion and at the invitation of its chair, persons deemed appropriate for the proper performance of the Committee's functions may attend the meetings of the Risk and Compliance Committee.

In 2025, members of the Bankinter management team with knowledge or responsibility for the areas included in the agenda were invited to Committee meetings on several occasions in order to report on them and help the Risk and Compliance Committee exercise its duties. The Group's chief risk officer and the head of corporate control and compliance also attended meetings of the committee regularly to address matters within their remits.

In 2025, the Risk and Compliance Committee met a total of 10 times, eight in an ordinary capacity and two in an extraordinary capacity (one of them in writing and without a physical meeting). The attendance rate of committee members at meetings (whether by telematic media or in person) in the 2025 financial year was 100%.

Further details on these matters are found in sections 4.9 and 4.10 of this Report.

The chart also shows the trend in the number of meetings held by the Committee in recent years:



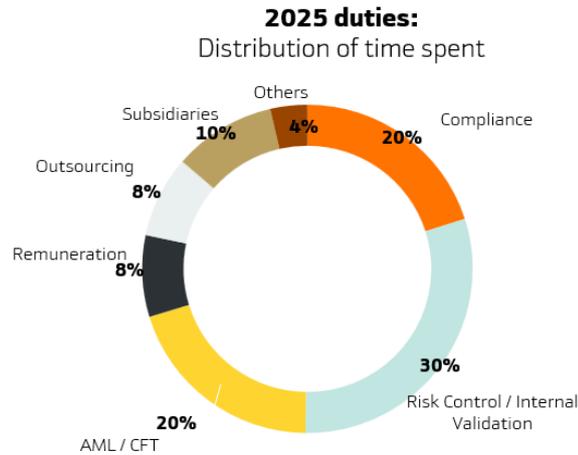
Through its Chair, the Committee informs the Board of Directors of the content of its meetings. A copy of the minutes is made available to all members of the Board.

The Committee prepares an annual report (the "Activity Report of the Risk and Compliance Committee") on the activities carried out and matters dealt with by the committee in the corresponding year, which is approved by the Board of Directors and published on the corporate website of Bankinter at the time of the call of the Annual General Meeting of the following year. In this regard, the Activity Report of the Risk and Compliance Committee 2025 was approved by the Board of Directors on 21 January 2026 and made available on the corporate website prior to the holding of the Annual General Meeting of 2026.

As noted in the Activity Report of the Risk and Compliance Committee 2025, the Committee has satisfactorily addressed all the issues under its remit, providing appropriate and timely information to the Board of Directors of Bankinter. The following are some of the most significant activities that the committee carried out in 2025 within its assigned remit:

- The Committee has reviewed the correct inclusion of all material risks in the corporate risk map and analysed the proposals on strategy, risk management and control, including the statement of risk appetite and the fundamental metrics regarding solvency, liquidity and revenue recurrence.
- The Committee has closely monitored the technological risk issue arising from potential vulnerabilities that may arise from the adoption of new technologies and the digitisation of Services and has also closely monitored trends evolution of credit, reputational, operational, privacy and data protection and technological risks.
- Furthermore, the Committee has overseen the second line of defence, whose independence, internal rank and resource sufficiency were strengthened during 2025, with the aim of ensuring a robust risk management function capable of identifying, monitoring and mitigating risks with a cross-cutting and corporate vision.

The following chart displays the approximate distribution of time spent by the Committee on each function and duty within its remit in 2025:



For more information, see the [Activity Report of the Risk and Compliance Committee 2025](#) available at the corporate website.



Remuneration Committee

Bankinter's Remuneration committee is regulated in article 35 of the by-laws and in article 41 of the Board Regulations of Bankinter, which include its functions and the basic rules of its organisation and operation. In addition, the Remuneration Committee has its own Regulations to ensure the Committee's independence and establish its principles of action and determine its composition, workings and remit. The current text of the regulation of the remuneration committee was approved by the Board of directors on 18 May 2022.

All these documents are available on the Company's corporate website page, in the "Corporate Information" section, subsections "corporate governance and remuneration policy" and "internal rules and regulations."

Composition

The Remuneration Committee, in accordance with the by-laws, the Regulations of the Board of Directors and its Regulations shall comprise a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, on the recommendation of the Sustainability and Appointments Committee, and feature a majority of independent directors, and the chair of the committee shall be an independent.

The composition of the committee at 31 December 2025 was as follows:

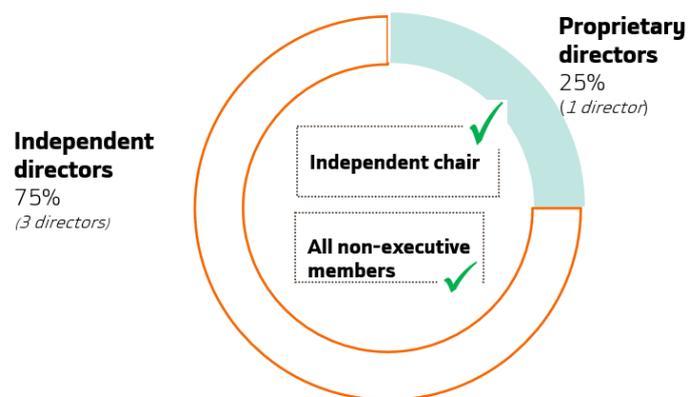
Director	Position	Category	Appointment date Committee
Teresa Paz-Ares Rodríguez	Chair	Independent external	01/05/2024 (*)
Fernando Masaveu Herrero	Member	External proprietary	26/04/2017
Teresa Martín-Retortillo Rubio	Member	Independent external	20/12/2017
Juan Antonio Zufiría Zatarain	Member	Independent external	27/03/2025

(*) since 27/03/2025 as chair of the committee.

The Board of Directors of Bankinter, at the proposal of the Sustainability and Appointments committee, resolved to add Mr Juan Antonio Zufiría Zatarain to the Committee and to appoint Ms Teresa Paz-Ares Rodríguez as Chair, both also members of the risk and compliance committee, thus strengthening the decisions that they must adopt jointly with said committee regarding remuneration and more specifically regarding the Remuneration of the Identified Staff.

The Secretary of the Board of Directors, Gloria Calvo Díaz, acts as secretary of the committee.

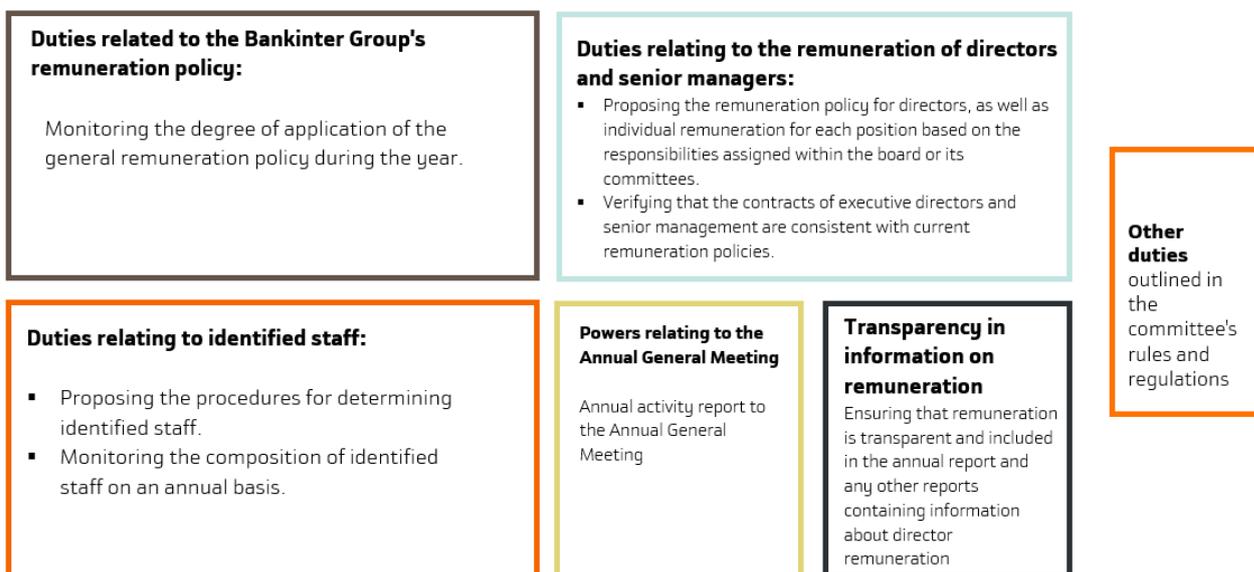
Distribution by category of director Remuneration committee



In appointing Remuneration Committee members, the Board of Directors took into account the candidates' knowledge and/or experience in corporate governance and the design of remuneration policies and plans for directors and senior managers, and in the committee's tasks in general. The committee members as a whole provide this knowledge and experience, as well as relevant professional knowledge and experience in relation to the banking sector.

The composition of the Committee in terms of diversity and, particularly, in training and experience of the Committee members is available at the competencies and diversity matrix of the section 4.2 of this Report.

Remit, operation and activity in the year 2025



The Remuneration Committee meets, for the correct exercise of its functions, as often as it is called, in accordance with the previously approved meeting schedule or by agreement of the committee itself or its chair.

The committee may instruct its own chairman to invite the Bank's non-executive Chair, Vice-chairman, chief executive officer, or any other executive directors or senior officers to attend committee meetings called to discuss and vote on executive directors or senior officers other than those in attendance, or to discuss matters concerning the remuneration of senior officers. The committee must always consult the non-executive Chair, Vice-chairman and the chief executive officer before carrying any resolution or drawing up any report in relation to those matters.

In 2025, members of the Bankinter management team with knowledge or responsibility for the areas included in the agenda were invited to committee meetings on several occasions in order to report on certain matters and help the Remuneration Committee exercise its duties. Executive directors, as well as employees of the Bank's remuneration department, the people, communication, corporate culture and quality department and the corporate governance unit, among others, have attended on matters related to their remit.

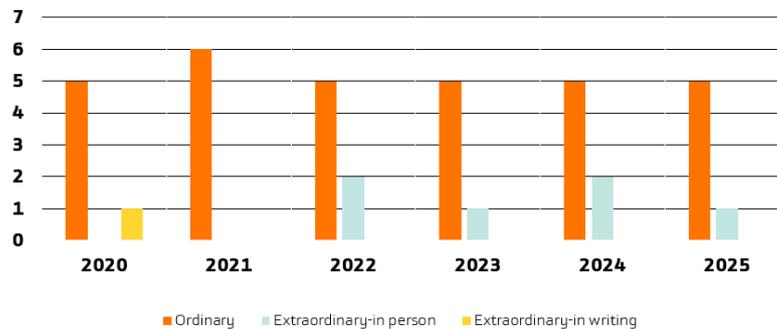
Additionally, Committee meetings have been attended by external advisors such as Willis Tower Watson, which has presented comparable remuneration studies for decision-making regarding the remuneration of the members of the board and executive team and the one-off advisory of other external parties for technical remuneration matters.

In 2025, the Remuneration Committee met a total of six times, five in an ordinary capacity and once in an extraordinary capacity. The attendance rate of committee members at meetings (whether by telematic media or in person) in the 2025 financial year was 100%.

Further details on these matters are found in sections 4.9 and 4.10 of this Report.

The chart also shows the trend in the number of meetings held by the remuneration committee in recent years:

Number of annual meetings



Through its Chair, the Committee informs the Board of Directors of the content of its meetings. A copy of the minutes is made available to all members of the Board.

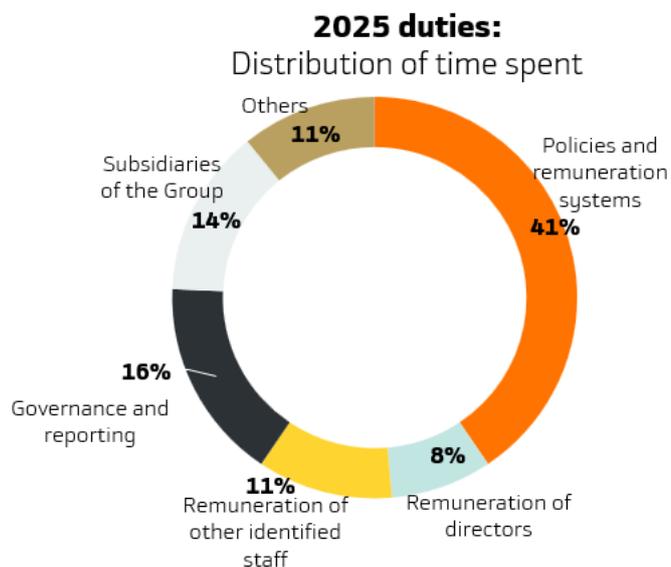
The committee prepares an annual report (the "[Activity Report of the Remuneration Committee](#)") on the activities carried out and matters dealt with by the Committee in the corresponding year, which is approved by the Board of Directors and published on the corporate website of Bankinter at the time of the call of the Annual General Meeting of the following year. In this regard, the [Activity Report of the Remuneration Committee 2025](#) was approved by the Board of Directors on 21 January 2026 and made available on the corporate website prior to the holding of the Annual General Meeting of 2026.

In 2025, the Committee has continued to perform satisfactorily with respect to all matters within its remit, informing Bankinter's board of directors appropriately and promptly. The following describes some of the most significant activities carried out in the 2025 financial year by remuneration committee, within the remit it has been assigned:

- The Committee has monitored the implementation of the remuneration policies of the Bankinter Group, proposing, where appropriate, the necessary improvements, to ensure that they promote effective risk management and the good performance of the Entity. In this regard, the committee proposed to the Board a revision of the remuneration of Board members for their supervisory functions and of the non-executive Chair for the 2026 financial year. It proposed the structure of indicators and weights applicable to the annual variable remuneration for 2026, as well as the scales for achieving the indicators.
- The Committee also continued to verify that the Group's remuneration policy is aligned with the strategic goals set by the board and is supported by a team that is diverse in terms of experience, through a talent attraction, assessment and retention system adapted to best practices.

The annual report on directors' remuneration contains a great deal of information on these activities and may be read, as well as the [2025 Activity Report of the Remuneration Committee](#), available at the corporate website, for more information and details.

The following chart displays the approximate distribution of time spent by the Committee on each function and duty in 2025:



Sustainability and Appointments Committee

Bankinter's Sustainability and Appointments Committee is regulated in article 36 of the by-laws and in article 42 of the Board Regulations of Bankinter, which include its functions and the basic rules of its organisation and operation. In addition, the Sustainability and Appointments Committee has its own rules and regulations to ensure the committee's independence and establish its principles of action and determine its composition, workings and remit. The current text of the Regulation of the Sustainability and Appointments Committee was approved by the Board of directors on 18 May 2022.

All these documents are available on the Company's corporate website page, in the "Corporate Information" section, subsections "corporate governance and remuneration policy" and "internal rules and regulations."

This committee is responsible for oversight of the Entity's sustainability objectives and strategy.

Composition

The Sustainability and Appointments Committee, in accordance with the by-laws, the Regulations of the Board of directors and its own rules and regulations shall comprise a minimum of three and a maximum of seven non-executive directors appointed by the Board of Directors, on the recommendation of the committee, and feature a majority of independent directors, and the chair of the committee shall be an independent.

The composition of the committee at 31 December 2025 was as follows:

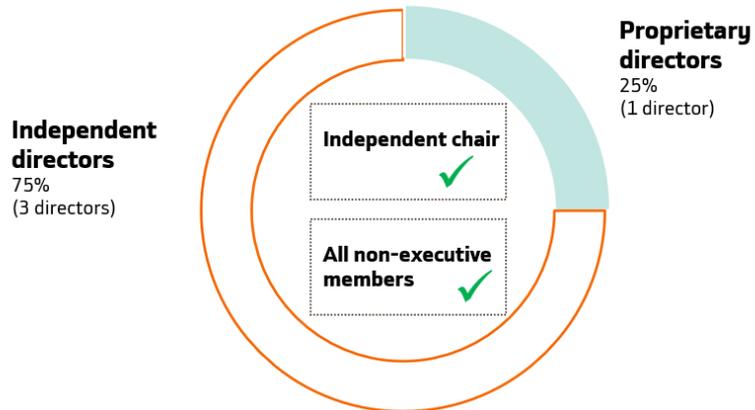
Director	Position	Category	Appointment date Committee
Teresa Martín-Retortillo Rubio	Chair	Independent external	20/12/2017 (*)
Marcelino Botín-Sanz de Sautuola y Naveda	Member	External proprietary	12/02/2015

Cristina García-Peri Álvarez	Member	Independent external	27/03/2025
María Teresa Pulido Mendoza	Member	Independent external	22/01/2025

(*) Chair of the committee since 21 March 2024

The Secretary of the Board of Directors, Gloria Calvo Díaz, acts as secretary of the committee.

Distribution by category of director Sustainability and Appointments Committee



Members of the Sustainability and Appointments Committee shall be appointed by the Board of Directors taking into account their knowledge and/or experience in corporate governance and the design of corporate and sustainability policies, and in the selection of directors and senior managers, including the assessment of any suitability requirements in regulations applicable to the Company and in the committee's tasks in general. The committee members as a whole shall provide this knowledge and experience and relevant professional knowledge and experience in relation to the banking sector.

The composition of the Committee in terms of diversity and, particularly, in training and experience of the Committee members is available at the competencies and diversity matrix of the section 4.2 of this Report. The profiles of each member of the Committee are available at the corporate website of Bankinter.

Remit, operation and activity in the year 2025

<p>Composition of the board and committees / senior management:</p> <p>Board of directors:</p> <ul style="list-style-type: none"> ▪ Propose the appointment, re-election and removal of independent directors ▪ Report on the appointment, re-election and removal of non-independent directors ▪ Individual and joint suitability assessment ▪ Succession planning for directors ▪ Assessment of the board and its committees <p>Senior management key functions:</p> <ul style="list-style-type: none"> ▪ Appointment and removal ▪ Suitability assessment 	<p>Corporate governance</p> <ul style="list-style-type: none"> ▪ Adaptation of the regulatory governance framework to regulatory requirements and best practices ▪ Monitoring the structure of the Bankinter Group and the composition of its internal committees ▪ Oversight of public information on corporate governance ▪ Monitoring of engagement with investors and proxy advisors 	<p>Sustainability</p> <ul style="list-style-type: none"> ▪ Oversee information on sustainability ▪ Evaluate everything related to the social, environmental, political and reputational risks of the Company ▪ Ensure engagement with stakeholders ▪ Review the Company's sustainability policy ▪ Monitoring of sustainability strategy and practices and assessing their degree of compliance. 	<p>Other duties outlined in the committee's rules and regulations</p>
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In order to properly perform its duties, the Sustainability and Appointments Committee meets as often as called in accordance with the previously agreed meeting schedule, or as often as the Committee or its chair agrees to convene a meeting.

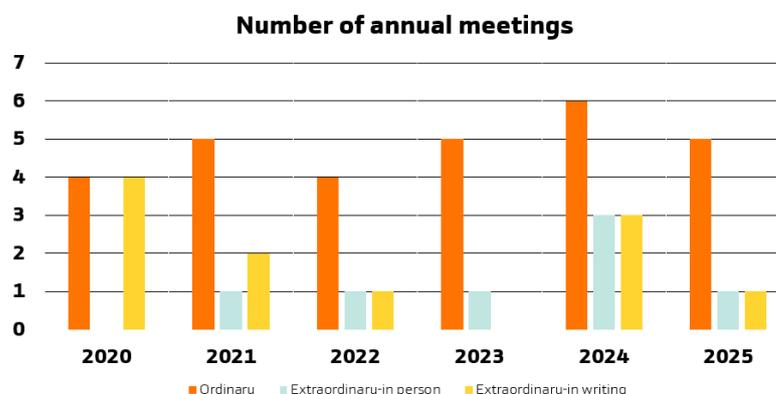
Under its regulation, its Chair may invite the Bank's Chair, Vice-chairman, Chief Executive Officer or any other executives or senior managers to attend committee meetings. As a general rule, the Bank's non-executive Chair, executive Vice-chairman and/or Chief Executive Officer are called to attend committee meetings that are convened to discuss and vote on specific matters, such as the appointment of senior managers. The Committee must always consult the non-executive Chair, executive Vice-chairman and the Chief Executive Officer before carrying any resolution or drawing up any report in relation to those matters.

In 2025, members of the Bankinter management team with knowledge or responsibility for the areas included in the agenda were invited to committee meetings on several occasions in order to report on them and help the Sustainability and Appointments Committee exercise its duties. Therefore, executive directors, as well as employees of the Bank from the sustainability, corporate governance and regulation areas attended meetings in relation to the points related to matters within their remit.

In 2025, the sustainability and appointments committee met a total of seven times, five in an ordinary capacity and two in an extraordinary capacity (one of them in writing and without a physical meeting). The attendance rate of committee members at meetings (whether by telematic media or in person) in the 2025 financial year was 97%.

Further details on these matters are found in sections 4.9 and 4.10 of this Report.

The chart also shows the trend in the number of meetings of the sustainability and appointments committee in the last few years:



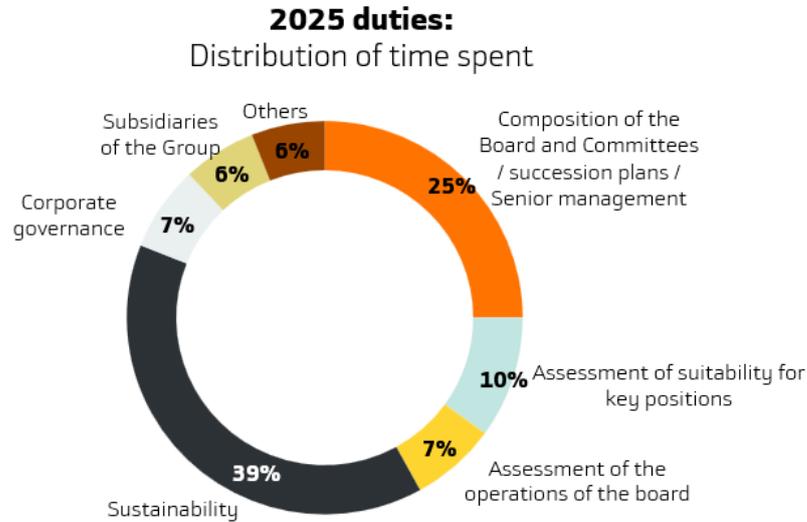
Through its Chair, the Committee informs the Board of Directors of the content of its meetings. A copy of the minutes is made available to all members of the board.

The Committee prepares an annual report (the "**Activity report of the Sustainability and Appointments Committee**") on the activities carried out and matters dealt with by the Committee in the corresponding year, which is approved by the board of directors and published on the corporate website of Bankinter at the time of the call of the Annual General Meeting of the following year. In this regard, the **Activity report of the Sustainability and Appointments Committee 2025** was approved by the Board of Directors on 21 January 2026 and made available on the corporate website prior to the holding of the Annual General Meeting of 2026.

In 2025, the Committee has continued to perform satisfactorily with respect to all matters within its remit, informing Bankinter's board of directors appropriately and promptly. The following highlights some of the most significant activities that the committee carried out in 2025 within the remit attributed to it in the matters mentioned below:

- The Committee proposed the appointment by the 2025 Annual General Meeting of two new directors with proven track records in technology and digitalization, thus enriching the joint suitability of the Board in two areas essential to the activity of Bankinter and its Group, as well as the expansion of the Board from 11 to 12 members. Following the appointments, he submitted to the Board changes to the composition of the Committees to ensure a diverse and complementary composition.
- Furthermore, the committee proposed to the Board the approval of a new Policy on the selection and succession of directors, which updates the previous provisions and adapts to the best practices (see, in this regard, what was indicated above in section 4.4 of this Report).
- In terms of sustainability, the committee has monitored the progress of the 2024-2026 Sustainability Plan and the progress and developments in reporting to comply with the CSRD Directive.
- The committee also proposed selecting an independent external firm to conduct the evaluation of the exercise. Special attention was paid to assessing the Board's capacity to guarantee the risk management and control emerging issues, especially climate, cybersecurity and geopolitics.

The following chart displays the approximate distribution of time spent by the committee on each function and duty in 2025:



For more information, see the [Activity report of the Sustainability and Appointments Committee 2025](#) available at the corporate website.

4.9.- Number of Board and Board Committee meetings in 2025

	No. of meetings			TOTAL
	Ordinary	Extraordinary		
		In situ	In writing	
BOARD OF DIRECTORS	11	1	1	13
Executive Committee	11	0	0	11
Audit Committee	11	0	2	13
Risk and Compliance Committee	8	1	1	10
Remuneration Committee	5	1	0	6
Sustainability and Appointments Committee	5	1	1	7

4.10 Director attendance

Directors are required to devote the necessary time and effort in order to effectively discharge their duties and must, in all cases, comply with legal limits on the maximum number of boards on which they may sit.

Directors shall ensure that absences from meetings of the Board of Directors and the Committees on which they sit are limited to unavoidable cases only.

These requirements have been adequately met by all board members of Bankinter, with an attendance rate of 100% at the meetings of the board of directors, and full commitment to the analysis and discussion of the issues that have been placed before them through the study of the supporting documentation and any other information required for such purpose.

If a director fails to attend a board or committee meeting, they shall forfeit their attendance allowance even if they granted a proxy.

The information on attendance at the meetings of each body in 2025 includes all members during the period. Details of attendance at Board and Board Committee meetings held during 2025 overall and individually by director, are provided below:

- **Level of attendance in person and/or by proxy by collective body:**

BOARD OF DIRECTORS	
Number of board meetings	13
Number of board meetings held without the chairman's presence	0
Number of meetings in which at least 80% of directors were present in person	13
Attendance in person as a % of total votes during the year	100
Number of meetings with attendance in person or proxies given with specific instructions, by all directors	13
Votes cast in person and by proxies with specific instructions, as a % of total votes during the year	100

Board Committees		
Committee	Attendance in person as a % of total votes during the year	Votes cast in person and by proxies with specific instructions, as a % of total votes during the year
Executive Committee	96	100
Audit Committee	98	100
Risk and Compliance Committee	100	100
Remuneration Committee	100	100
Sustainability and Appointments Committee	97	100

- **In-person attendance by director in 2025**

In all cases where a director was unable to attend a meeting of the corresponding body, for justified reasons, he or share issued a proxy with voting instructions to another board member, usually the Chair of the relevant body:

Director	BOARD OF DIRECTORS	Executive committee	Audit committee	Risk and compliance committee	Remuneration committee	Sustainability and appointments committee
MARIA DOLORES DANCAUSA TREVIÑO ⁽ⁱ⁾	13/13	10/11	10/10	-	-	-
ALFONSO BOTÍN-SANZ DE SAUTUOLA Y NAVEDA	13/13	11/11	-	-	-	-
GLORIA ORTIZ PORTERO	13/13	11/11	-	-	-	-
FERNANDO MASAVEU HERRERO	13/13	9/11	-	-	6/6	-
MARCELINO BOTIN-SANZ DE SAUTUOLA Y NAVEDA	13/13	-	-	-	-	6/7
MARÍA TERESA PULIDO MENDOZA ⁽ⁱⁱ⁾	13/13	10/10	-	-	-	6/6
TERESA MARTÍN-RETORTILLO RUBIO	13/13	-	13/13	-	6/6	7/7
MARÍA LUISA JORDÁ CASTRO ⁽ⁱⁱⁱ⁾	13/13	11/11	13/13	10/10	-	4/4
CRISTINA GARCIA-PERI ÁLVAREZ ^(iv)	13/13	-	13/13	10/10	-	3/3
TERESA PAZ-ARES RODRÍGUEZ ⁽ⁱ⁾	13/13	-	10/10	10/10	6/6	-
JUAN ANTONIO ZUFIRÍA ZATARAIN ^(v)	10/10	8/8	-	7/7	3/3	-
ALFONSO VILLANUEVA RODRÍGUEZ ^(vi)	10/10	-	-	7/7	-	-
ÁLVARO ÁLVAREZ-ALONSO PLAZA ^(vii)	3/3	-	2/3	3/3	2/2	3/3

⁽ⁱ⁾ On 27 March 2025, the board of directors agreed to his appointment as a member of the audit committee.

⁽ⁱⁱ⁾ On 22 January 2025, the board of directors agreed to his appointment as a member of the executive committee and the sustainability and appointments committee.

⁽ⁱⁱⁱ⁾ On 27 March 2025, the board of directors agreed to his dismissal as a member of the sustainability and appointments committee.

^(iv) On 27 March 2025, the board of directors agreed to his appointment as a member of the sustainability and appointments committee.

^(v) He began exercising his functions as a member of the Board on 27 March, 2025, the date on which the audit agreed his appointment as a member of the executive committee, the risk and compliance committee and board of directors.

^(vi) He began exercising his functions as a member of the Board on 27 March 2025, the date on which the audit agreed his appointment as a member of the risk and compliance committee.

^(vii) He ceased to be a board member (and therefore of its committees) on 27 March 2025.

The attendance and proxy data, with no failure to attend board meetings and very little failure to attend committee meetings and always with specific voting instructions given—illustrate the full commitment shown by committee members in analysing and deliberating on the matters laid before the committees and scrutinising all supporting documentation and any other information the committee members may have requested.

4.11 Evaluation of the Board and its Committees

Article 5 of the Regulations of the Board of Directors requires the board to conduct an annual assessment of its own performance and that of its committees, its chair and the executive directors, and to draw up an action plan based on a report from the Sustainability and Appointments Committee to correct any shortcomings detected.

Given that, according to the internal rules and regulations and the best practices, the evaluation must be carried out by an independent external expert every three years, in the 2025 financial year the evaluation has been carried out by an independent reference firm.

The evaluation process for the 2025 fiscal year began in November and its results were submitted to the board of directors at its session on 21 January 2026.

The evaluation of operation and performance was carried out on the following collective bodies and functions:

- Board of Directors
- Committees
- Non-executive Chair of the Board and executive directors.
- Chair of the Committees

The aspects reviewed in these evaluations were:

- a) The quality and efficiency of the functioning of the Board of Directors and its Committees;
- b) The size, composition and diversity of the Board and its Committees;
- c) The performance of the non-executive chair of the board of directors and the executive directors;
- d) The performance and contribution made by each director, paying close attention to the chairs of the board committees;
- e) Meeting frequency and length;
- f) The content of the agenda and the adequacy of the time devoted to dealing with the various items, according to their importance (taking into account specific examples and cases);
- g) The quality of the information received;
- h) The scope and extent of debates, avoiding groupthink;
- i) Whether the decision-making process within the board is dominated or strongly influenced by one member or a small group of members.

An in-depth analysis has been carried out on the information extracted from the questionnaires completed by the directors, complemented by the results of the interviews conducted, which, in this exercise, were with all members of the Board.

In terms of overall assessment of performance, all of the bodies evaluated obtained very positive scores from all the directors.

The operation of the Board and its Committees were scored favourably by the directors, both in terms of their operation and the duties they perform, including reporting to the Board of Directors in the case of the Committees.

The information distributed to support meetings was also identified as an essential tool for the exercise of their duties by the directors, as well as for time management during meetings. Taking into account the excellent progress made in recent years, it was deemed important to maintain and consolidate the excellent standard achieved not only with respect to the timing and quality of the information provided but also with respect to the dynamics of the meetings, in terms of their duration and time distribution for each of the items on the agenda.

4.12 Remuneration received by the Board of Directors as a whole

	Thousands of euros
Remuneration accruing in favour of the board of directors in the financial year	6,072
Funds accumulated by current directors for long-term savings systems with vested economic rights	0
Funds accumulated by current directors for long-term savings systems with non-vested economic rights	2,968
Funds accumulated for former directors from long-term savings schemes	0

4.13 Audit of accounts

The Board of Directors, through its Audit Committee, controls the entire process of drawing up and presenting the annual and half-yearly financial statements of the Bank and its Group and its quarterly financial information, together with the process of drawing up and presenting information on sustainability (non financial information).

The objective of this supervision and the permanent contact with the external auditor is to ensure, before they are issued, that the content and opinions in all external audit reports are drafted clearly, precisely and without

limitations or qualifications on the part of the auditor, while explaining any limitations or qualifications that do exist to shareholders. The committee must monitor the significant findings of the external auditor in their work and propose any measures considered appropriate to address any weaknesses identified to the Board of Directors.

During 2025, the Audit Committee developed the functions that correspond to it for the purposes of the supervision of the audit process as indicated in section 4.8 above of this Report.

The firm PricewaterhouseCoopers Auditores, S.L. ("PwC") was appointed auditor of the separate and consolidated financial statements of Bankinter Group for 2025, following a resolution carried by shareholders at the Annual General Meeting held on 27 March 2025 (with an approval percentage of 99.896%).

PwC has been the Group auditor since 2016 and is one of the leading audit firms in Spain and worldwide. Therefore and in accordance with the provisions of Law 22/2015 of auditor and Technical Guide 1/2024 of the CNMV, the Board proposes to the General Meeting to be held in 2026, the renewal of its mandate for a period of three years.

The Board also proposes the firm's appointment as provider of assurance services for the non-financial and sustainability reports for the same period. Although the CSRD Directive has not yet been incorporated into Spanish law, the Board has deemed it appropriate to submit to the 2026 Annual General Meeting the proposal for the appointment of the verifier of the sustainability information for the financial years 2026, 2027 and 2028. For reasons of consistency and uniformity in the review of the non-financial and sustainability information, the appointment of PricewaterhouseCoopers Auditores, S.L. as verifier of the sustainability information for the same three-year period is proposed to the Board, for which its external auditor is proposed as the Bank's and the Group's external auditor.

The following table shows the number of consecutive years during which PwC has been auditing Bankinter's separate and/or consolidated financial statements as at 31 December 2025, and the percentage this represents of the total number of years that the financial statements have been audited.

	Separate	Consolidated
Number of consecutive years	10	10

	Separate	Consolidated
Number of years audited by the current audit firm/number of years in which the company has been audited (in %)	58.3%	58.3%

It should be noted that the regulations on the rotation of audit firms under the Audit Law and Regulation (UE) 537/2014 on specific requirements regarding statutory audit of public-interest entities are complied with.

The external auditor attended all the ordinary meetings of the Audit Committee in 2025.

To date, the separate and consolidated financial statements have always been submitted for approval at the Annual General Meeting with no qualifications in the audit report.

- Independence of the auditor

The board of directors, acting through its audit committee, oversees the objectivity of relations between the external auditor and the Company and its Group, ensuring their complete independence. Specifically, the board ensures that the auditors are rotated, that conflicts of interest are prevented and that the information included in the annual report on the remuneration paid to auditors as such and for other reasons is transparent. The legal note to the financial statements indicates and breaks down all the remuneration received by the external auditor, including fees for the additional verification service for sustainability information.

The remit of the audit committee includes the duty to uphold and safeguard the independence of the external auditor. This committee is responsible for proposing the appointment, re-election or replacement of external auditors to the board and determining their terms and the scope of their engagement and overseeing activities that are unrelated to account auditing. In exercising these functions, the committee is responsible for:

- Approving the annual budget for the fees to be paid for audit services for both the Bank and the Group, setting the maximum percentage of the total invoice that may be represented by non-audit services and, in accordance with generally accepted practices, applying a protocol adopted by the committee to ensure that the engagement of these services is always authorised by the committee beforehand and overseen at all times by the Group's Internal Audit function. The audit committee may delegate the authorisation of services other than audit services to the internal auditor, provided that the services do not exceed a certain quantitative threshold and the qualitative characteristics defined by the committee. If the internal auditor makes use of this delegation, they must subsequently report to the audit committee.
- Overseeing the rotation of the audit team in compliance with applicable legislation and regulations.

The Audit Committee, in compliance with the Spanish Companies Act, also issues an annual report containing an opinion on whether the independence of the **external auditor** has been compromised. This report is always released prior to the issue of the audit report.

This report, which is made available to shareholders on the corporate website from the call of the Annual General Meeting, shows whether the appropriate relationships and communication channels have been established with the auditors in order to receive: information for examination by the committee on those issues that may put the auditor's independence at risk; information on the audit services provided and others fees additional to the audit fees, including the fees for verification of sustainability information; and information on any other matters related to performance of the audit, as well as the other communications provided for in applicable legislation and in technical auditing standards.

- Non-audit services provided by the auditor.

The report on the independence of the auditor details the remuneration received by PwC for all audit and non-audit work and for verification of sustainability information for Bankinter. The following table shows what this non-audit work represents as a proportion of the total amount invoiced by PwC and the firms in its network in 2025.

	Society	Rest of the Group	Total
Amount invoiced for non-audit services (thousands of euros) (*)	42	0	42
Amount invoiced for non-audit services/Total amount invoiced by the audit firm (%)	2.2%	0%	1.5%

(*) The non-audit work does not include verification of the Statement of Non-financial Information (with voluntary adoption of the European Sustainability Reporting Standards) or other services that are directly required from auditors under national or EU legislation.

The fee for verification work for the 2025 Statement of Non-financial Information was: 263 thousand euros for the Company, with no amount attributed to other Group companies.

In 2025, the external auditor performed two non-audit engagements for Bankinter Group (other than those of the audit itself, the verification of the Statement of Non-financial Information and other services required of the auditor under national or EU legislation), for fees of 42,000 euros, amounting to 1.5% of the total amount invoiced by the External Auditor. None of the work carried out by the external auditor other than that of the legal audit has been in the area of tax advice.

Before engaging the auditor for this work, Bankinter ensured the non-existence of any significant threats to the independence of the external auditor that might have required safeguards and could have led to incompatibilities. In addition, all such work was previously authorised by the audit committee, in accordance with Regulation (EU) 537/2014.

- Preliminary certification of the annual financial statements:

The separate and consolidated financial statements are certified by the chief executive officer and the chief financial officer and head of Digital Banking before being submitted to the Board of Directors.

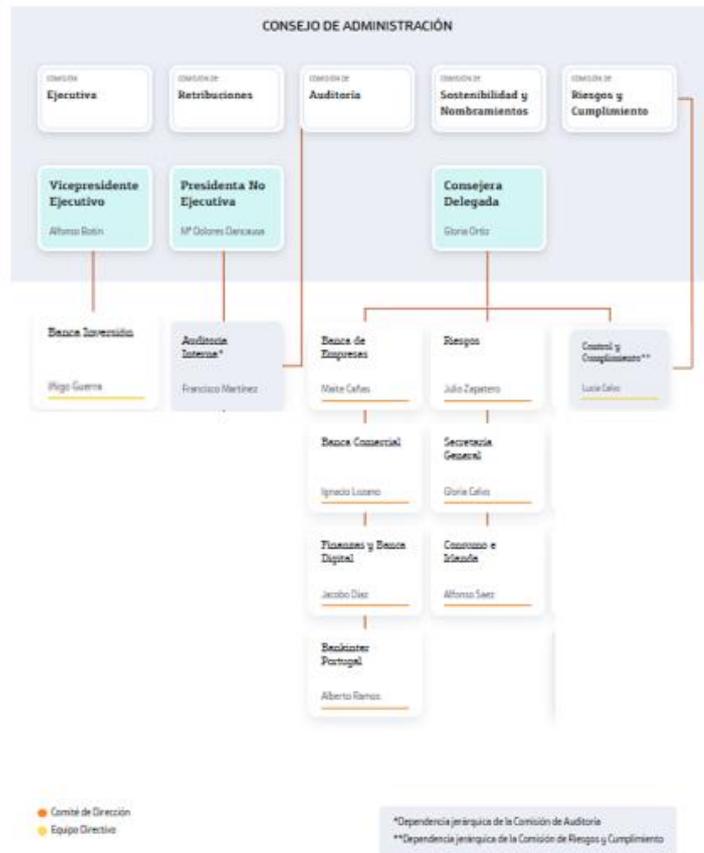
The separate and consolidated financial statements for 2025 were certified by:

Name	Director
Gloria Ortiz Portero	Chief executive officer
Jacobo Díaz García	Chief financial officer and head of Digital Banking

5. SENIOR MANAGEMENT

5.1.- Composition of senior management (excluding executive directors)

As at 31 December 2025 and the date of approval of this report, the composition of the senior management (all of them senior executives for the purposes of the Register of Senior Executives of the Bank of Spain), is as follows (9 members, the board of directors is also identified even though it is not senior management):



The following information pertains to the knowledge and experience of each member of the senior management:

Alberto Ramos - Country manager for Portugal

Degree in economics from the University of Oporto. He has an MBA in Finance and has taken a Leading Digital Business Transformation from the IMD Business School. He has more than 30 years' experience in the financial sector. He began his career with Banco Espírito Santo in 1994, where he held various positions of responsibility, focusing on commercial division. He moved to Barclays in January 2006, where he was commercial manager of the branch network for various regions of Portugal, taking over the management of Barclays in Portugal between April 2014 and March 2016. When Bankinter acquired the Barclays business in Portugal, he became the commercial manager in Portugal. He has been country manager for Portugal since 2017. He has played an active professional role in business conversion and restructuring projects. He has seats on the boards of several Bankinter subsidiaries and investees. He is a member of the management committee.

Alfonso Sáez Alonso-Muñumer – Head of Consumer Banking, Payments and New Business

Graduate in Economics and Business Administration from the University of Valladolid, he has extensive academic training including a PhD in Economics from the ICADE University, a Master's in Research from the same University, an Advanced Management Program from Columbia University in New York and an MBA from the IE Business School. He also has extensive experience in very varied areas of Bankinter Group, where he has served as head of Innovation, head of the Products and Business Development division, head of the Retail Banking division, head of the Products and Business Development division, and head of Strategy and Corporate Development, reporting to the executive vice chairman. Since 2013, he has been managing director of Bankinter Consumer Finance. He is also a director of Equifax Iberia and a professor at the Comillas University. He has seats on the boards of several Bankinter subsidiaries and investees. He is a member of the management committee.

Gloria Calvo Díaz - General secretary and secretary of the board

State lawyer on leave of absence. Before joining Bankinter, his career included various positions in the public sector. As a State Attorney, she served as Agent of the Kingdom of Spain before the Court of Justice of the European Union between 1990 and 1996. From 1996 to 2011 she was a counsellor on the Telecommunications Market Commission, the body responsible for regulating and supervising the process of liberalization of telecommunications in Spain. Between 2012 and 2015, she was head of the state attorney's office for the Spanish Secretary of State for the Economy and the Ministry of Economy and Competitiveness, providing advice on all matters within that department's remit. She was the state attorney's office represent on the FROB's steering committee. She joined Bankinter in 2015 in her current position. He is a member of the management committee.

Ignacio Lozano Egea - Head of Wealth and Retail Banking

He holds a degree in Business Sciences from the Complutense University of Madrid and had completed the Advanced Executive Program at the Kellogg School of Management-Chicago. He has spent his entire career in the insurance and financial sector, mainly at Bankinter Group, where he has been General Manager at Bankinter Seguros de Vida, S.A. since 1999, then part of Bankinter Group. He was also head of corporate development at Bankinter between 2007 and 2008, and from then until 2015, he was responsible, with the rank of deputy assistant general manager, for various areas of Wealth and Retail Banking and as head of Remote Networks. In 2015, he was appointed head of Organisation, first in Madrid and then in Madrid West, until he was appointed as head of Wealth and Retail Banking in 2024. He is a member of the management bodies of various Bankinter subsidiary and affiliate companies. He is a member of the management committee.

Iñigo Guerra Azcona - Head of Investment Banking

Degree in law and business studies from ICADE. State lawyer on leave of absence. PLD Harvard Business School. He joined Bankinter in 2004 as head of legal counsel and taxation until 2009 when he was appointed general secretary. He remained in that post until 2013, when he was appointed to his current position as head of investment

banking, reporting directly to the vice chairman of the board of directors. He is also a director of Bankinter Investment, S.A.U. and natural person representative of Bankinter Investment, S.A.U., the legal person chairman of Bankinter Investment SGEIC.

Jacobo Díaz García - Chief financial officer and head of Digital Banking

Graduate in Economics and Business Administration from ICADE. Executive MBA from Booth Business School, University of Chicago. Senior Executive Program at Columbia University. After spending 10 years in consulting, he joined Bankinter in 2000 as head of finance and investor relations and later held the position of head of corporate development, products and markets. He is currently the chief financial officer, a role he assumed in December 2018, and has been the head of Digital Banking since 2024. He has seats on the boards of several Bankinter subsidiaries. He is a member of the management committee.

Julio G. Zapatero Gaviria - Chief risk officer

Degree in economics and business studies from Universidad Complutense de Madrid. Degree from HARVARD BUSINESS SCHOOL (PMD Program for Management Development). He is currently chief risk officer at Bankinter, having held this position since 2013. He previously held several positions of responsibility in Bankinter Group: head of non-performing loans, head of the individual retail banking division, head of private banking, general director of Bankinter Consumer Finance, EFC, and others. He has seats on the boards of several Bankinter subsidiaries. He is a member of the management committee.

Lucía Calvo Vérguez - Head of corporate control and compliance

Graduate in Law from the Complutense University of Madrid and State Attorney (since 2004) on leave, she has extensive experience in the financial sector. In 2012, she joined the Fund for the Orderly Restructuring of Banking Sectors (FROB) as Director of Legal Relations with Participating Entities and Deputy Secretary of the FROB Steering Committee. She subsequently assumed the position of secretary of the Steering Committee and the Legal Service of the FROB (from March 2015 to January 2018). During this period, she represented the organisation in European and international forums on the development and implementation of a new framework for the recovery and resolution of credit institutions. She was also a member of the Sareb board of directors between 2015 and 2018. For a period of 6 months prior to joining Bankinter, she was Counsel at the Perez-Llorca Law Firm, in the Commercial and Corporate Regulatory area. In 2008, she joined Bankinter, where she was head of Regulatory Compliance, Regulation and Corporate Governance and subsequently Head of Corporate Control and Compliance (current). In addition, she is currently the Deputy Secretary of the board of directors at Bankinter.

Maite Cañas Luzárraga - Head of large-corporate banking

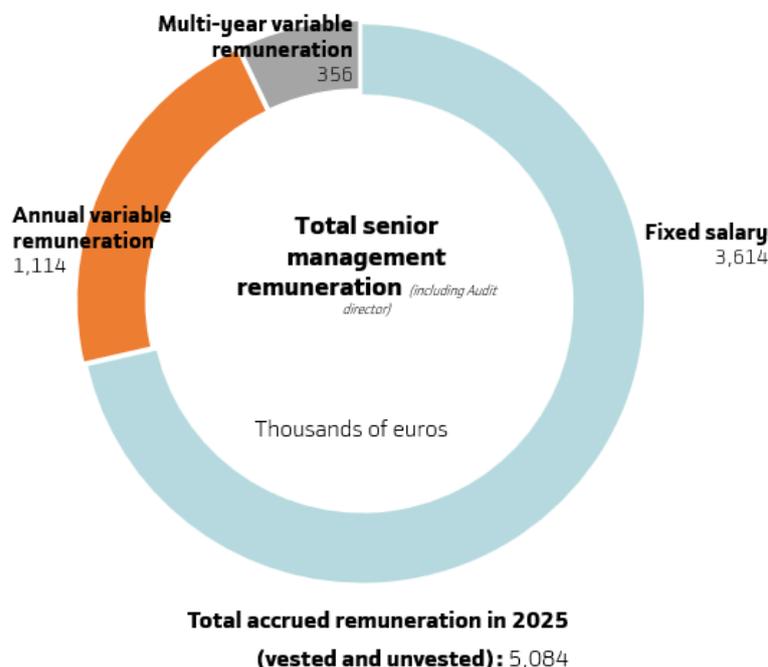
Bachelor of Laws with a specialisation in Economics. MBA in Finance at the Institute of Stock Market Studies, PDD at Deusto Business School and Advanced Management Programme at Insead (Fontainebleau). His professional career has always been linked to credit institutions. From 2004 to September 2005 he was manager of corporates at Banesto, subsequently until December 2006 he was Key Account Manager (for corporates consumer) at Cardif (BNP Paribas). In December 2006 she began her career at Bankinter, always closely linked to the corporates segment, where she was Head of Banking Accounts. He is a member of the management committee.

In addition, the head of Internal Audit, as at the date of this report, was Mr. Francisco Martínez García.

As a result, women accounted for 40% of senior management at the date of approval of this report (33% if the chief executive officer is not considered).

5.2.- Global remuneration for Senior Management

The remuneration accrued (vested or unvested) by senior management at 31 December, including remuneration received by the head of Internal Audit, is as detailed below (by item and in aggregate):



This amount does not include contributions made in 2025 to the long-term savings scheme of senior managers and the head of Internal Audit (with non-vested economic rights), which amounted to 1,086 thousand euros.

At Bankinter, there are no agreements between the Company and its senior management or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction.

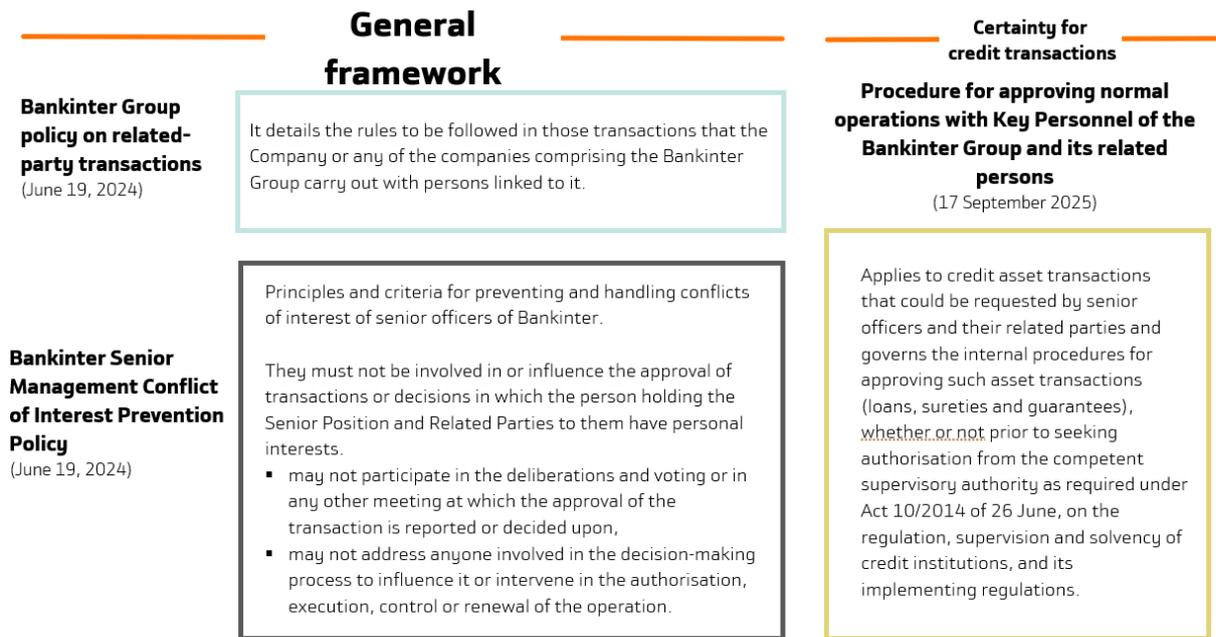
6. RELATED PARTY AND INTRAGROUP TRANSACTIONS

This section of this report contains disclosures on the related party transactions referred to in section c) of recommendation 6 of the Good Governance Code. It also includes information on the mechanisms to detect, determine and resolve potential conflicts of interest between the company and/or the group and its directors, managers, significant shareholders and other related parties. Details of any related-party transactions of the Company and its Group for 2025 are included in Bankinter's 2025 Annual Report from the audit committee on Related-Party Transactions, published on its website when the 2026 Annual General Meeting is called.

The Regulations of the board of directors ascribe the following duties to the board of directors, among others: "Approving any transactions conducted by the Company or group companies with directors (in accordance with the law, the corporate by-laws and these rules and regulations); with shareholders who own a significant stake (whether individually or jointly with others), including shareholders represented on the board of directors of the Company or any other group company; or with any persons related to those directors or shareholders, on the basis of a preliminary report from the audit committee".

Also, pursuant to the Spanish Companies Act, the Annual General Meeting will have the power to approve related party transactions worth equal or more than 10% of the total assets based on the most recent annual balance sheet approved by the company.

Bankinter has an internal regulatory framework for related-party transactions and the prevention and management of conflicts of interest, comprised of the internal rules and regulations and the procedures described below, as approved by Bankinter's board of directors, at the proposal of the audit committee, which regulate and implement, among other aspects, reporting obligations, in order to allow the board of directors, the audit committee and internal bodies to properly control and supervise their compliance with the principles and standards established both in the internal regulations and in the applicable legislation:



Regarding the applicable regime, the Policy on transactions with related parties of Bankinter Group stipulates that related party transactions shall be subject to the authorisation of the board of directors following a favourable report from the audit committee, except in cases where approval must be given by the general meeting.

However, Board authorisation shall not be required and may be delegated to the Audit Committee or another internal body for transactions that simultaneously meet the following three requirements:



The above delegation excludes, by application of the applicable legislation to Bankinter due to its status as credit institution, transactions that, even meeting these characteristics, are transactions carried out with a senior position or Key Person of the Bankinter Group (as defined in the Related Party Transaction Policy of the Bankinter Group). When dealing with transactions that are part of the normal course of business of the Company and the companies of its Group with said persons, the Procedure for approval of transactions in the normal course of business with the Key Personnel of Bankinter Group and their Related Persons applies.

Related party transactions that do not require authorisation from the Board, in accordance with the Related party transactions policy of the Bankinter Group, are reported to the Audit Committee on a semi-annual basis, although the audit committee may require that the information be submitted more frequently. The audit committee verified that Bankinter's reported related party transactions carried out in 2025 did not require the authorisation of the board of directors.

In accordance with the provisions of the law, the Rules and Regulations of the board of directors, the Related Party Policy of the Bankinter Group and the Senior Management Conflict of Interest Prevention Policy, Senior Officers who experience a conflict of interest or who become aware of the possibility of such a conflict in relation to any transaction in which they, or a Related Person, are involved that is presented for approval must notify the audit committee, through the Office of the General Secretary, and refrain from taking part in any bodies involved in deliberation, voting, decisions and execution in relation to that transaction. The votes of the Senior Officer affected by the conflict who has to abstain will be deducted for the purposes of calculating the majority of votes necessary to adopt the resolution.

The audit committee, with the collaboration of the Office of the General Secretary and the Risk division, will ensure that the Company has a list of all Related Parties of the company, and of the Related Persons of its Senior Officers, and that adequate procedures are established to keep this list updated. It will also ensure that this list is known and applied by the operating units for timely and proper identification of Related-Party Transactions and transactions subject to the Procedure for approving transactions in the normal course of business with Key Personnel of the Bankinter Group and their Related Persons.

Significant transactions carried out with shareholders who hold 10% or more of the voting rights or are represented on the Company's board of directors, and with subsidiaries of these shareholders:

In 2025, no shareholder holding more than 10% of the voting rights or represented on Bankinter's board of directors carried out transactions with Bankinter or its Group companies that were significant due to their amount or due to their subject matter.

Material transactions with Company directors or managers, including transactions with entities over which the director or manager has control or joint control, and of other related parties classified as such in accordance with International Accounting Standards as adopted by the EU:

In 2025, there were no significant transactions in terms of amount or nature, as previously described, with directors or managers or companies over which they have control or joint control.

The breakdown of related party balances is provided clearly and specifically in Appendix I of the 2025 financial statements. In addition, the note to the financial statements on director remuneration provides additional disclosures on the characteristics of transactions with board members and managers entailing loans, credits and/or guarantees provided during the ordinary course of the Entity's business, all of which were carried out at arm's length.

Significant intragroup transactions.

Bankinter Group is composed of companies that are wholly owned by Bankinter, directly or indirectly. Therefore, these transactions are scoped out of Chapter VII bis of Title XIV of the Spanish Companies Act in accordance with sections 2.a or 3 of article 529 vicies, and the required disclosures in this section, since they are considered related party transaction.

Other conflicts of interest.

Of all the companies belonging to Bankinter Group, only its parent, Bankinter, S.A., is a listed company. For that reason, no information is provided on mechanisms for resolving potential conflicts of interest between Group companies.

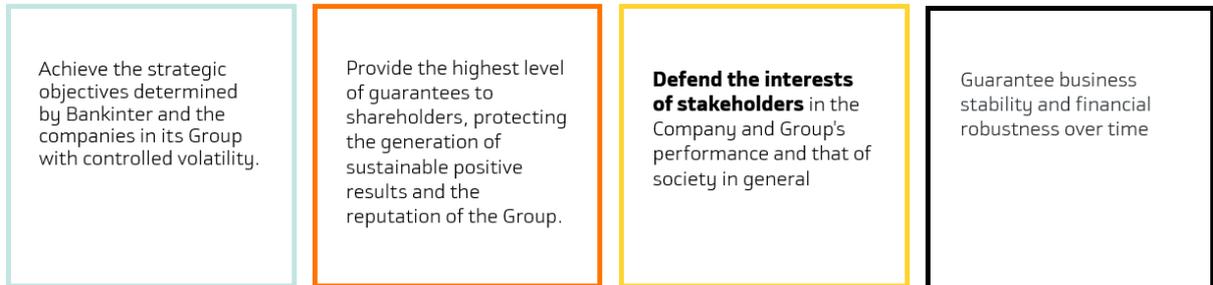
Article 19 of the board regulations establishes the duty of directors to avoid situations of conflicts of interest and regulates the prohibitions, communication obligations and abstention related to operations, acts or activities that affect the directors or persons linked to them.

Also, Bankinter has internal mechanisms to detect, determine and resolve potential conflicts of interest between the company and/or the group and its directors, managers, significant shareholders and other related parties. Thus, it has a Conflict of Interest Management Policy, an internal regulation code of conduct in the securities markets and a Code of Professional Ethics code of criminal prevention, which ensure the highest standards of management of potential conflicts.

7. RISK MANAGEMENT AND CONTROL SYSTEMS

Bankinter Group conducts business in accordance with the principles and values established by the board of directors. These constitute its corporate risk culture, which include respect and compliance with applicable rules and regulations and effective and prudent management of all the risks that could arise in the course of the Group's business.

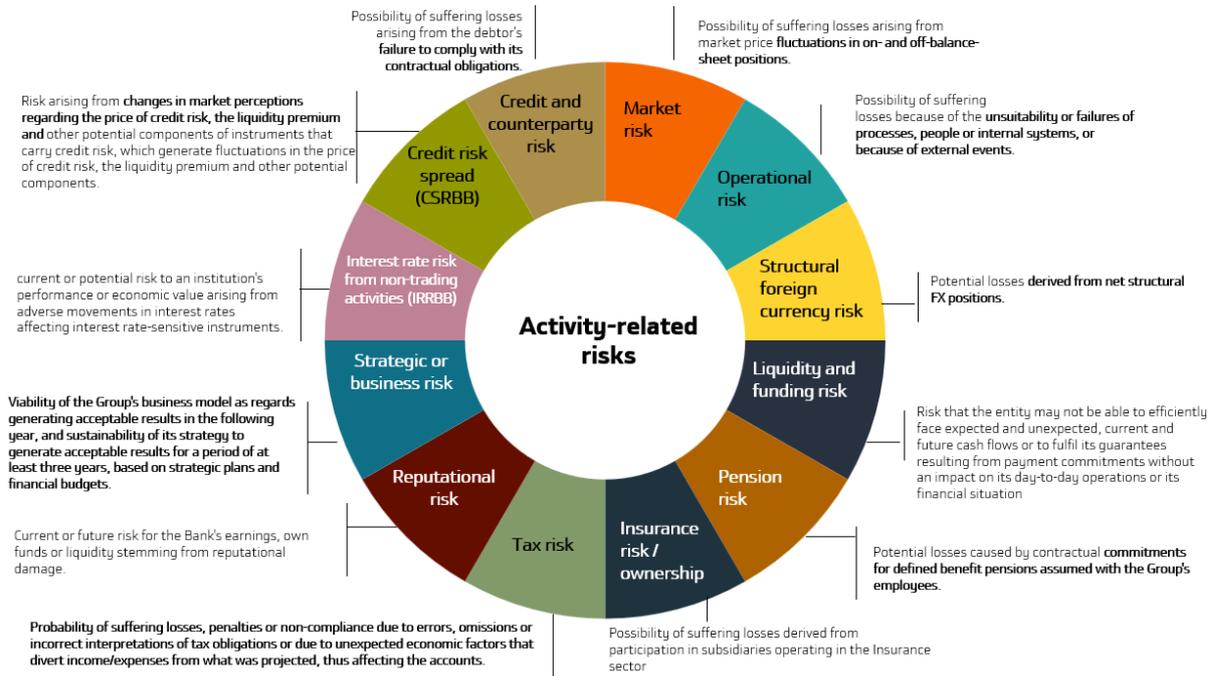
To this end, the Group has a risk management and control system (hereinafter, "the System") that is considered appropriate to its business model, its organisation, the countries in which it operates and its corporate governance system, at all times aligned with the strategy defined by the corporate bodies of Bankinter and which fulfils the following purposes:



The System is applied comprehensively throughout the Group and includes the following basic elements:



The main financial and non-financial risks faced by Bankinter Group due to its activity, which may affect the achievement of business objectives, are:



The above risks may be aggravated by the following risk sources, understood as circumstances that, by themselves or in combination with others, may significantly increase the frequency and/or severity of some risks:

These may be:

- **Physical risks:** financial impacts due to an increased frequency of extreme weather events caused by gradual climate change and environmental degradation.
- **Transition risks:** financial impacts resulting from the process of adapting to a lower-carbon, more environmentally sustainable economy.

Impact on:

- Credit risk.
- Market risk.
- Operational Risk.
- Reputational Risk.
- Liquidity and funding risk
- Insurance/holdings risk.
- Strategic or business risk.

Adverse changes in the geopolitical environment (political events, conflicts, tensions between states, wars or terrorist acts), with an uncertain probability of occurrence, which hinder or prevent the financial intermediation function, with negative consequences for the real economic activity.

Impact on:

- Credit risk.
- Market risk.
- Operational Risk.
- Structural risk
- Liquidity and funding risk
- Strategic or business risk.

Generated by the increased pace of adoption of new technologies in order to achieve greater internal efficiency and improve customer relations

Impact on:

- Operational Risk.
- Reputational Risk.

Potential loss that an entity could incur as a result of decisions based primarily on the results of internal models, due to errors in the development, implementation or use of said models.

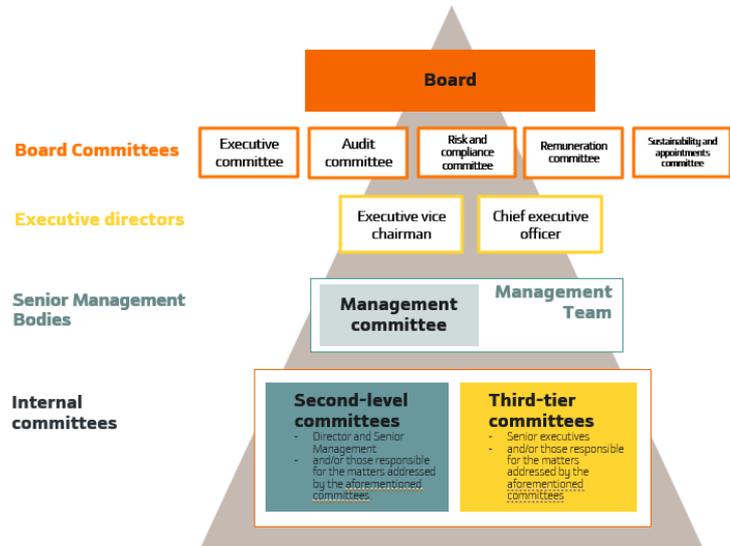
Impact on:

- Credit risk.
- Structural risk.

7.1.- Governance

The risk management and control system at Bankinter Group is based on solid governance, the responsibility of its governing bodies, which are responsible for both establishing the risk strategy and continuously monitoring and supervising its implementation.

Corporate bodies responsible for the definition and supervision of the Control and Risk Management system



The board of directors of Bankinter has the non-delegable authority to establish a risk management and control framework that takes into account all risks, both financial and non-financial, including tax risks, that may arise and the periodic monitoring of internal information and control systems.

The board of directors also approves and regularly reviews the risk appetite framework, which defines the risk appetite and tolerance that the Entity is willing to assume in its activities. The Framework contains a set of key metrics for the levels of the various risks, and the quality and recurrence of earnings, liquidity and capital adequacy. Risk tolerance levels are defined for each of the metrics.

For the proper performance of these risk management and control functions, Bankinter's board of directors has established different committees that assist it in the performance of its functions.

Similarly, Bankinter has internal committees with management and/or monitoring functions for all the risks that the Group faces.

The functions of the different bodies of the Board are described below:

BOARD OF DIRECTORS

The board of directors has been assigned, on a non-delegable basis, the competence for the determination of the **policy of risk management and control, including fiscal ones and the supervision of internal information and control systems**, all in view of the strategic decisions it adopts.

Internal rules and regulations approved by board of directors:

The board of directors approves the following internal standards related to risk control and management:

- The Risk Management and Control Framework of the Bankinter Group, which establishes the general management guidelines and risk control in the Group for the areas of governance and organisation, as well as assessment, monitoring and reporting.
- The risk appetite Framework of the Bankinter Group, which determines the risks and the degree to which the Group is willing to accept them in order to achieve its business, solvency and liquidity objectives.
- The Bankinter Group's corporate risk map is a tool for identifying, measuring and assessing corporate risks, providing a consolidated overview that makes it possible to, for example, prioritise management efforts towards the risks identified as potentially most damaging. This document describes the Map's management framework, including its definition and scope, components and preparation and updating processes.

Regarding the tax risk management and control system, Bankinter's risk control has approved:

- The Bankinter Tax Risk Control Policy, which establishes the principles and internal rules of governance of the Bankinter Tax Function, for which it determines: i) the obligations and responsibilities within the organisation, ii) the description of the measures that must exist to mitigate tax risks and iii) the ex-ante preventive controls and the ex-post controls that involve the identification, measurement, analysis, monitoring and reporting of tax risks in line with the provisions of the Frameworks described above.
- The definition of the tax strategy of the Bankinter Group, essentially aimed at ensuring responsible compliance with tax regulations, taking into account the corporate interest and supporting the Group's business strategies. For these purposes, within the framework of its social and corporate responsibility, Bankinter recognises the social value and worth of the tax system and therefore aims to ensure that its own tax function serves the Group's best interests and those of its stakeholders, while also ensuring that the local community believes and trusts in the Group.
- Agreement of Adhesion of the Entity to the entirety of the Code of Good Tax Practices sponsored by the State Tax Administration Agency, in its own name and in its capacity as the dominant entity of the Tax Group 13/01 for the purposes of its taxation under the tax consolidation regime in the Corporate Income Tax and 128/09 for the purposes of the special tax regime of the group of entities of the Value Added Tax.
- Additionally, Bankinter, aware of the serious effect of corruption on the economic activity and on society as a whole, as well as the important role assumed by the entities of the financial sector to prevent and combat this type of conduct, has an Anti-Corruption Policy, which together with the Professional Ethics and Criminal Prevention Code, both approved by the board of directors, constitute the essential tools to prevent, detect and sanction any conduct linked to corruption within the framework of the Group's social activity.

Oversight of the risk management and control system

Bankinter's board of directors monitors the evolution of the Group's risks in each of the geographical and/or business areas, ensuring their compliance with the Group's risk appetite Framework and supervises internal information and control systems.

For these purposes and without prejudice to any reports it considers relevant, the Board receives, on a recurring basis, reports from the corporate risk management function on all financial and non-financial risks, as well as on the monitoring of risk appetite framework, in order to enable it to establish the level of risk appetite of the entity, to know the exposures, especially in matters of credit risk and the evolution of the entity's activities or and on the decisions taken that have a significant impact on the entity's risk strategy and risk appetite.

Board Committees

Executive committee

It tracks the performance of the Group's business and its business units. It assists the board of directors in monitoring credit risk, market and operational aspects, the evolution of the risk-weighted assets and the level of solvency of the entity, among others. The duties of this committee are set out in [section 4.8](#) of this report.

Risk and compliance committee

The risk and compliance committee is an advisory body that oversees the Entity's risks and provides advice on risks to the board of directors. The risk and compliance committee is also responsible for monitoring risk appetite framework, as well as supervising the Corporate Control and Compliance Function (which performs the function of risk management), which reports monthly on its activity.

The duties of this committee are set out in [section 4.8](#) of this report. Further information can also be found in the [2025 activity report of the risk and compliance committee](#), which is available on the corporate website.

Audit committee

Oversight of the operation of appropriate internal control systems that guarantee the proper management of the Entity's financial and non-financial risks, as well as the veracity, objectivity and transparency of corporate accounting, economic and financial and non-financial information and compliance with the legal and regulatory provisions to which the Bank is subject. As a general rule, it acts by making recommendations of good practices for the Bank's areas albeit it may also reach resolutions about issues under its supervision. Likewise, it proposes ethical codes to reputational risk and monitors their implementation. It regularly receives information about the second line of defence activities carried out by the Financial Control Unit, as well as the planning and results of the third line activities carried out by Internal Audit. The duties of this committee are set out in [section 4.8](#) of this report. Further information can also be found in the [2025 activity report of the audit committee 2025](#), which is available on the corporate website.

Remuneration committee

This is the competent body of the board of directors in regard to the exercise of the board's powers in remuneration matters. The committee's remit includes annually reviewing the remuneration policy of directors and employees whose activities have a material impact on the Company's risk profile (in general all members of identified staff for remuneration purposes) to ensure that it is aligned with the Bank's short-, medium- and long-term situation and strategy and with market conditions and to assess whether it contributes to the creation of long-term value and to adequate control and risk management. The duties of this committee are set out in [section 4.8](#) of this report. Further information can also be found in the [2025 activity report of the remuneration committee 2025](#), which is available on the corporate website.

Sustainability and appointments committee

This is the competent body of the board of directors in regard to the exercise of the board's powers in sustainability matters. i) proposing the Bankinter Group sustainability policy and corporate governance policy to the board, and ensuring that these policies are aimed at creating value at all times; ii) monitoring the sustainability strategy and best practices, and evaluating their degree of achievement; and iii) assessing all of the Company's social, environmental, political and reputational risks, irrespective of the powers granted to the risk and compliance committee or other board committees. The duties of this committee are set out in [section 4.8](#) of this report. Further information can also be found in the [2025 activity report of the sustainability and appointments committee 2025](#) available on the corporate website.

Executive directors

They are responsible for exercising the powers delegated by the board of directors of Bankinter, performing management functions in the Entity and, in particular, promoting risk management in accordance with the principles, policies, risk appetite statement and risk culture established by the board of directors of Bankinter.

Senior Management

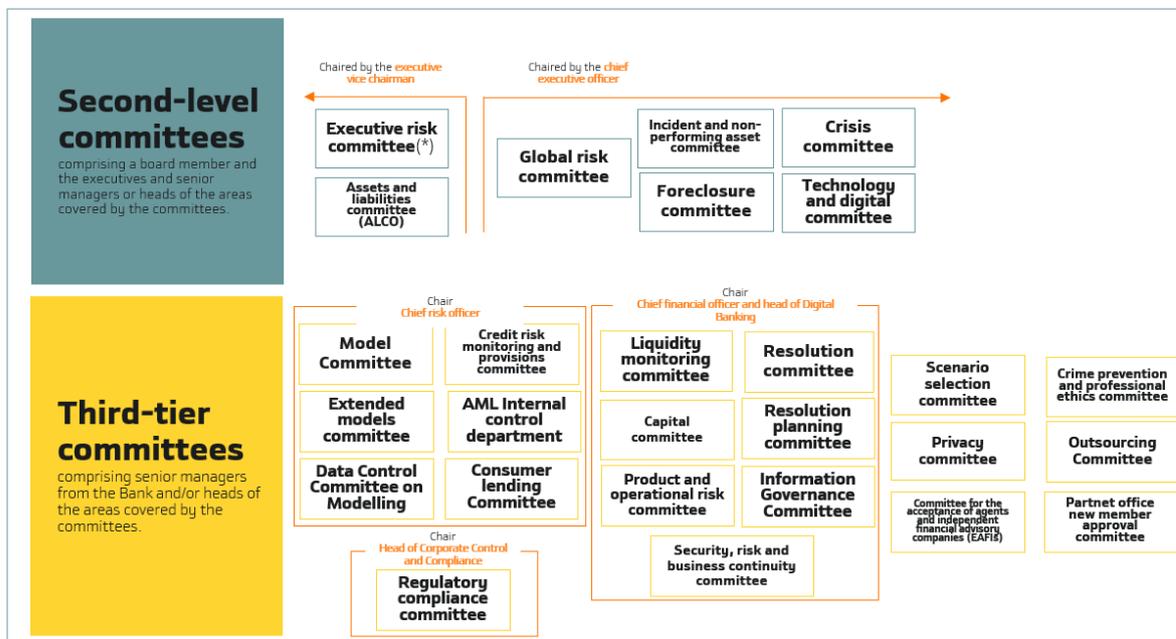
Senior management, defined in accordance with the provisions of the corporate governance Policy of the Bankinter Group, makes decisions on risk matters through the corresponding second and third level Committees in which its members participate and which are described below.

Notwithstanding the foregoing, senior management will be advised by the Corporate Control and Compliance Department, which exercises the risk management Function of the Group, on decisions that affect the entity's risk strategy and risk appetite and if said Department considers that it negatively affects the strategy or the risk appetite, it will refer it to the body that is competent by reason of the matter.

Internal committees

According to the corporate governance Policy of the Bankinter Group, approved by the board of directors, Bankinter may create the internal Committees, with management and/or monitoring functions, that it considers necessary, for which it will take into account the principles of efficiency and agility in internal operations and will have, in any case, those required by the applicable regulations.

These committees can be classified into the following categories:



Comités de segundo nivel

estarán integrados por algún miembro del Consejo de Administración, y por altos directivos de la Entidad y/o responsables de las materias que traten los citados Comités.

Appropriate risk governance is only possible if there is fluid interaction between senior management and the management body, so that the latter may perform its management, oversight and control duties correctly. This interaction is ensured through the second-level committees. The following are the main second-tier committees with a role in risks:

Committee Name	Main functions of the Committee in relation to the risks it controls or manages
Executive Risk Committee	<p>This is the committee to which the board of directors delegates transaction screening, up to the limits established in the Group's risk management and control framework. Approves the internal rules and regulations of credit and counterparty risk and monitors it. Approves the organisation of management and risk control on the front line of defence.</p> <p>It acts as the Designated Committee, as established in article 189 of Regulation (EU) 575/2013. For credit risk models, the board of directors delegates to the executive risk committee (as delegated committee) all material aspects of the rating and estimation processes, as well as the integration of the models into management, the approval of relevant changes and the strategy and sequential implementation of the internal model approach.</p>
Assets and liabilities committee (ALCO)	<p>Responsible for managing global interest rate risks, including credit spread, foreign currency and liquidity risks, as well as market risk and the Entity's financing policies.</p> <p>Supervision and periodic monitoring of aspects related to capital management.</p>
Global risk committee	<p>It performs holistic monitoring of material risks, paying special attention to the potential impact of emerging factors, such as environmental, social and governance (ESG) or geopolitical risks. As part of this global monitoring, it will assess the appropriate alignment with the appetite statement using a prospective approach, seeking to anticipate possible threshold exceedances by taking appropriate measures. It protects against other material risks that are outside the scope of both executive risk committee or ALCO, such as operational risk, pension risk, Insurance/holding risk or reputational risk.</p>
Incident and non-performing asset committee	<p>This committee monitors the status and progress of non-performing assets and incidents in each segment and regional organisation. It also monitors the new defaults and NPL cures to minimise the impact of non-performing loans on the Bank. It reviews the main customers with incidents, non-performing loans and those classified as 'Significantly Increased Risk' and periodically monitors a specific segment.</p>
Foreclosure committee	<p>This committee makes decisions on setting prices and authorising sales prices, creating procedural circulars, rewards, discounts for employees and other groups and defining financing policies and prices.</p>
Crisis committee	<p>Its role is to establish guidelines for the Group's crisis management and decision-making processes, as well as the overall dissemination strategy setting forth the direction and content of the communications to be made, among other functions. It will also be assisted by the assessment and coordination committee.</p>
Technology and digital committee	<p>It defines the lines of action in technology and digitalization for the execution of the corporate strategy and the corporate website approved by the board of directors of Bankinter.</p>

Comités de tercer nivel

estarán integrados por altos directivos de la Entidad y responsables de las materias que traten los citados Comités

The following are the main third tier committees with a role in risks:

Committee Name	Main functions of the Committee in relation to the risks it controls or manages
Model committee	It assists the executive risk committee as designated committee and conveys senior management's decisions regarding models, as per article 189 of Regulation (EU) 575/20138. It ensures compliance with the Models Policy of credit risk, as well as the rest of the policies associated with the area of models and approves the technical procedures that develop and complement the policies in the area of models. Discuss the outcome of Internal Validation reviews and approve the action plans and timelines associated with recommendations, and follow them up
Extended models committee	Performs functions equivalent to the models committee for models other than credit risk models. It approves the policy on models and methodologies for measuring risks other than credit risk; it authorises methodologies, parameter calibrations, use of models and other aspects defined in the policy. Discuss the outcome of Internal Validation reviews and approving the action plans and timelines associated with recommendations, and follow up of these. Monitor compliance with these plans and approving any subsequent modifications
Data control committee on modelling	Its duties include ensuring compliance with the Data policy for credit risk modelling. This committee also helps the executive risk committee as designated committee.
Liquidity monitoring committee	It ensures constant monitoring of the Institution's liquidity.
Credit risk monitoring and provisions committee	This committee monitors credit risk, hedging risk and country risk. It also prepares and ensures compliance with the technical procedures for classifying positions and estimating hedging according to prevailing legislation and regulatory guidelines. This Committee is also responsible for the governance of the computer system for monitoring and anticipating credit risk.
Consumer lending committee	It develops and monitors the annual business plan consumer business organises the consumer business globally, approves the pricing framework for the consumer lending, monitors the credit quality and profitability of different businesses and manages risk in new businesses.
Product and operational risk committee	It authorises the design, launch, approval, monitoring and modification or cancellation of products and Services offered to clients of Bankinter Group, in accordance with the Product Governance Policy approved by board of directors. In relation to operational risk, the committee monitors exposure to operational risk, analysing information and the changes operational losses, as well as information on own funds for market risk.

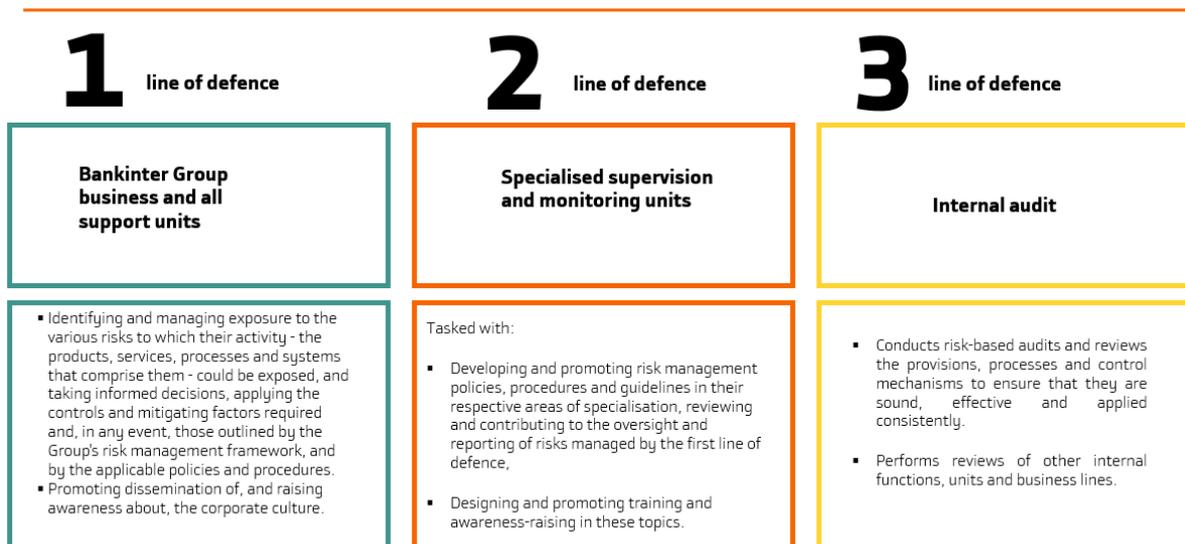
Bankinter Group's crime prevention and professional ethics committee	It is responsible for ensuring compliance with the Code of Professional Ethics, in addition to supervising the operation and compliance of the prevention model, vesting said body with autonomous powers of initiative and control. Among its functions is ensuring compliance with the Code of Professional Ethics. All of this is aimed at maintaining a preventive management of compliance, conduct and reputational risks.
Regulatory compliance committee	It executes the policies on regulatory issues and regulatory compliance established by the board's risk and compliance committee, assessing and reviewing their efficacy and ensuring compliance with the rules of conduct in banking and investment service provision.
Internal control department (OCI) – anti-money laundering and counter financing of terrorism	The body is responsible for the procedures and policies for the Prevention of money laundering and the Financing of Terrorism (AML/CFT) for the purposes of internal control in the Group, as well as monitoring the procedures of internal control.
Resolution planning committee	Planning the resolution, ensuring the Bank's resolvability and proper compliance with supervisory expectations. It monitors the progress of resolution work and plans and coordinates the various teams involved.
Resolution steering committee	It executes the resolution strategy set out by the National Resolution Authority. The resolution steering committee will report directly and with the required frequency to the National Resolution Authority (FROB in the case of Spain), as well as to the different resolution authorities: SRB and Bank of Spain.
Privacy committee	Approves strategically important initiatives for the Bank that affect the right to privacy and data protection, internal procedures to guarantee that all initiatives respect data subjects' right to privacy, the control system and measures to correct any weaknesses identified. It periodically verifies compliance, and promotes a culture of data protection. To this end, it relies on corporate privacy and data protection officers in the Group's entities that process personal data.
Information governance committee	It ensures compliance with the Information Governance Framework and drive alignment with the RDA principles, monitoring any remediation plans put in place.
Digital security, ICT risks and business continuity committee	Its main mission is the management of technological risks, as well as protecting information assets by guaranteeing authenticity, confidentiality, integrity and availability and compliance with the current legal framework and respecting the established guidelines, standards and procedures. This committee will report periodically to the technology and digital committee.
Outsourcing committee	Ensures compliance with the Outsourcing Policy of Bankinter Group, approved by the Board, by monitoring the outsourcing processes of activities.
Scenario selection committee	Approves the macroeconomic scenarios and main assumptions used in the various exercises for which they are required: Group annual plan, Reforecast, ICAAP, Stress Test, IFRS 9 and Recovery plan, etc.
Capital committee	Exercises effective supervision of the calculation of principal and detailed monitoring thereof, both regulatory and economic. Development of the regulatory framework of capital, as approved by the board of directors, in the form of policies and procedures. Monitoring of the information on capital that must be disclosed.
Partnet office new member approval committee	Establishes the business relationship with the proposed partner according to the conditions presented and follow up on it.

Committee for the acceptance of agents and independent financial advisory companies (EAFIs)	Approves the registration of those Agents and EAFIs whose authorisation is subject to discrepancies between the corresponding organisation and the Agency Network Division; and ratifying the registration of Agents and EAFIs approved by the corresponding organisation.
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The above system is supplemented by other internal bodies, of lower rank with functions for monitoring the different risks, which may develop technical procedures that complement the general policies and procedures approved by the corporate bodies described above.

7.2. Model of three lines of defence

Risk management and control at Bankinter follows a model based on three lines of defence:



The model is based on the independence and separation of functions between the various business units and risk management and control units. Bankinter not only adopts this model as a starting point, but also reinforces it on the basis of a solid and truly effective first line that gives greater independence and authority to the second line of defence to question decisions that affect the entity's risk exposure, not only in the area of financial risks but also non-financial risks, providing the board of directors and the senior management with a holistic view that allows them to understand and manage the entity's risk profile.

The essential remit of the three lines of defence are described below. For more information on these, see Note 44 of the annual financial statements of Bankinter, both individual and consolidated.

1st line of defence

Made up of the **business units and their support units** that are responsible for managing the risks they incur in the development of their activity.

Given the importance of **credit risk** because of Bankinter's activity, the Risk function is complemented by a decentralised structure that **reports functionally to the chief risk officer**. **This function has specific teams for transaction screening, incidents and recovery in regional organisations and branches, to ensure closeness to, and knowledge of, the customer, which are essential in the financial business**. Powers are delegated as necessary for this. These regional teams are also responsible for **risk control activities in the first line of defence**.

There are other **risks overseen by other bodies and members of the senior management**. These include structural risks, climate and environmental risks, technological and cybersecurity risks, tax risks, legal risks, reputational risks and outsourcing risks.

For more information on this first line of defence, see Note 44 of the annual financial statements 2025, both individual and consolidated.

2nd line of defence

The risk management function is performed by **corporate control and compliance department**

It is responsible for the holistic view of the Group's compliance situation and internal control, therefore its responsibilities are global in scope and corporate in nature and support the Group's governing bodies, including second-line control of all material financial and non-financial risks.

This Department performs its function independently and with sufficient authority and reports directly to the board of directors through its risk and compliance committee, except with regard to financial control, for which it reports to the audit committee.

Units that make up the risk management Function of the Group:

Risk control and validation unit	<p>Its functions are:</p> <ul style="list-style-type: none"> - Identification of all material risks, both financial and non-financial, including risks originated both directly and indirectly through the corporate risk map. - Management of the risk appetite set through the risk appetite framework. - Transmit the corporate risk culture. - Control of all identified risks, except those for which there are specific control units, such as: (a) accounting risks, (c) regulatory compliance, (d) anti-money laundering and counter terrorist financing: Validation of risk models and their results.
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Financial control unit	<p>It is responsible for controlling the effectiveness of the administrative and accounting procedures for the preparation of the financial reporting communicated internally and externally, and reporting to the audit committee.</p>
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The functions of the units in the Corporate Control and Compliance Department, which it supervises, are:

Regulatory compliance unit	<p>It has control, monitoring and advisory functions for compliance risks, including risks related to conduct and transparency with customers in the provision of banking, financial, insurance and investment products and services, the prevention of market abuse, and conduct in the securities markets, reporting directly to the risk and compliance committee and to senior management.</p>
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Money laundering and terrorism financing prevention unit	<p>It has global responsibilities for the management of money laundering and terrorist financing risk, through the application of a risk evaluation framework and promotion of mitigation measures. It also advises the governance bodies on supervision and control of internal and external regulations in this area. This unit is also responsible for reporting suspicious transactions to the Commission for the Prevention of Money Laundering and Monetary Offences (SEPBLAC), and for reporting directly to the board's risk and compliance committee and senior management.</p>
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Other units or bodies that monitor specific risks within the Group that are not integrated into the Control and Compliance Department:

Privacy and data protection DPO (<i>Data Protection Officer</i>)	<p>For management of privacy and data protection rights, Bankinter has a Corporate Data Protection officer whose duties include coordinating the Privacy and Data Protection Officers of the different entities of the Group to ensure that the same criteria are followed in privacy and personal data protection matters, and approving new initiatives that have an impact on the right to privacy and data protection, which are not similar to initiatives already approved in the organisation and whose competence goes beyond the competence of the privacy and data protection officers of all entities of the Group.</p>
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Customer service	<p>Responsible for managing customer complaints and claims and identifying and addressing recurring or systemic problems, duly reporting the results of such analysis to board of directors. Given the importance of the information it handles, these findings constitute an early warning mechanism for issues arising from the marketing of products or services and/or the Bank's relationship with its customers, which is considered the Bank when selecting and adopting the appropriate measures to prevent and/or the issues.</p>
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For more information on this second line of defence, see Note 44 of the annual financial statements 2025, both individual and consolidated.

3rd line of defence

Constituted by the **Internal Audit**, which is responsible for evaluating compliance with the policies approved by the Board, the procedures, the risk systems and the function of internal control. It is also responsible for reviewing and assessing the effective implementation and effectiveness of risk control and mitigation procedures while maintaining the mandatory independence of its management.

It carries out audit work (assurance and consultancy), as well as risk analysis. It also monitors the implementation of action plans for their mitigation. In this way, it meets regulatory requirements and contributes to the achievement of strategic objectives and the improvement of the effectiveness of risk management processes and the internal control framework, providing a systematic and disciplined approach based on risks.

Internal Audit's framework of action is governed by the principles of independence, integrity, objectivity, diligence, confidentiality and transparency. For the purpose of performing its functions, Internal Audit's procedures are aligned with the International Standards for the Professional Practice of Internal Auditing.

7.3.- Materialisation of risks during the 2025 financial year and response and supervision plans for the main risks of Bankinter and its Group.

Risk is inherent in lending activity and, therefore, its materialisation in greater or lesser amounts is absolutely intrinsic to the activity carried out by the Group.

The Bankinter Group carries out almost all of its lending activity in Spain, Portugal and Ireland. Accordingly, it is subject to the usual risks of the banking business and financial risks, as described above, these being the ones that can affect the achievement of business objectives.

Bankinter has traditionally maintained a prudent risk policy, which has allowed it to outperform within the industry over the years and across different cycles of the economy.

For credit risk, the Group concentrates on lending to individuals with moderately-high and high income with a solid residential mortgage portfolio and significant advisory and wealth management activities. In recent years, the Bank has developed its consumer financing business and investment banking with a limited risk appetite. As concerns businesses, the focus is on medium-sized and large businesses that have performed relatively better in crises and have higher international growth potential.

Exposure to market risk is very limited, while the Entity applies a policy of neutralising interest rate and exchange rate risks deriving from the Group's businesses to manage structural risks.

In addition to strengthening the solvency and profitability, Bankinter has strengthened its management capabilities to withstand adverse scenarios with new analytical capabilities and process efficiency and prepares for potential risks by maintaining a prudent risk profile (reflected in the money laundering), closely monitoring its risk tolerances and limits and actively managing the sources of market risk and its liquidity profile, as well as its asset quality and its principal levels.

The Entity has demonstrated, over time, its ability to respond to the main risks with:

- A prudent risk acceptance policy and business plans that are primarily aimed at low to moderate-risk customer segments, both for individuals and legal entities. The credit risk control, monitoring and recovery systems are continually strengthened and supported by investments in IT systems. This translates into a NPL ratio for the Group that is well below the industry average in Spain.
- Active management of structural interest rate risk over time aimed at protecting net interest income and the Bank's economic value vis-à-vis changes in interest rates.

- Liquidity risk is monitored and actively managed, working primarily on liquid asset cushions, tracking concentration of wholesale funding, diversification of funding sources and improvement of the resulting balances on commercial transactions.
- Active management of operational risk using self-evaluations, risk maps, specific improvement plans, key operational risk indicators and contingency plans for the most significant risks.
- Active identification and management of all significant risks, including emerging ones such as cyber risk and climate risk.
- Capital adequacy levels above the regulatory minimums.

As noted previously, Bankinter Group's internal control system is based on establishing the so-called "**three lines of defence**".

- In 2025, the corporate control and compliance department and the various second-line units have executed their Annual Plans, approved by the risk and compliance committee. Progress with these plans and regular reporting on related activity is presented to the board risk and compliance committee through quarterly activity reports. Reports were also provided to the committee regarding requests for key information received from the Spanish National Securities Market Commission and the Bank of Spain, and on the status and progress of the various inspection proceedings to which the Bank is currently subject in relation to the provision of investment services or regulatory compliance matters.
- In 2025, internal audit carried out its annual action plan, providing the audit committee with details of the reports and the work carried out during the year, not only with reference to Bankinter S.A., but to all Group companies, although some of them have their own audit committee, in application of Recommendation 6 of the CNMV's Good Governance Code.

The 2025-2027 Audit Plan was previously presented and approved by the audit committee. Additionally, the Internal Audit function presented an update on the main lines of action related to the 2024-2026 Strategic Plan to the audit committee.

In addition, it has carried out an activity of evaluation and assurance of the effectiveness of the processes of risk appetite framework, internal control, regulatory compliance and corporate governance, among others.

With respect to **business conduct**, Bankinter analyses the incidents and risks in all jurisdictions where the Bank operates, with special attention to those markets with more demanding regulations or greater inherent risks in terms of governance and compliance. The nature of the Group's activities in areas such as financial operations, supplier relationships and customer services, is also taken into account, assessing the potential impact on the transparency and integrity of the organisation.

Also, with respect to responsible management in the supply chain, Bankinter has integrated ethical, and environmental, social and governance criteria into its supplier certification process. It has also included clauses related to environmental, social and governance management in contracts with suppliers, in which they undertake to prevent corruption, ensure data protection, avoid child labour and guarantee stable employment, among other requirements.

In addition to all of the above, it should be noted that training and learning activities are carried out in line with the strategy of strengthening the human element, key to the sustainability of the business model.

Boosting the knowledge and professional skills of its staff enables the Bankinter Group to respond quickly to the challenges of the financial environment and to customer demands. The staff of Bankinter Group conducts training on Prevention of Money Laundering and Financing of Terrorism, Privacy and Data Protection, Cybersecurity, Risk Culture, among others. In the Consolidated Statement of Non-Financial Information and Sustainability Information, more information is available both on the training provided to the staff, as well as on business conduct, codes of ethics and conduct, the fight against corruption and bribery and the whistleblowing channel.

Lastly, regarding the contributions to foundations and non-profit entities, the main contribution of Bankinter Group is materialised in the Bankinter Innovation Foundation, which promotes, with entrepreneurship programmes, innovation think tanks and training programmes. Bankinter Group also forges strategic alliances with the third sector across the communities in which it operates, working alongside them to identify and address local community needs. For more information, see the 2025 Consolidated Statement of Non-Financial Information and Sustainability Information.

In the individual and consolidated 2025 annual financial statements of Bankinter and its Group, specific information is provided for the 2025 financial year regarding the risk management and its materialisation (Note 44) and regarding the tax situation (Note 42), among others. Similarly, the 2025 Consolidated Statement of Non-Financial Information and Sustainability Information, which forms part of the consolidated management report of the consolidated annual financial statements 2025, provides information on the management of emerging risks, such as cybersecurity and climate risks and the measures that Bankinter is taking to prevent them, as well as on the Group's tax practices and benefits.

8. INTERNAL RISK CONTROL AND MANAGEMENT SYSTEMS IN RELATION TO THE PROCESS FOR THE ISSUE OF FINANCIAL REPORTING (ICFR)

8.1 The entity's control environment in relation to financial reporting

Bankinter's board of directors is ultimately responsible for the reliability of the financial information and for maintaining an adequate system of internal control over financial reporting. Article 39 of the rules and regulations of the board of directors establishes that the remit of the audit committee includes:

'To safeguard the reliability and transparency of the internal and external information on the Bank's results and activities and, in particular, to verify the quarterly and half-yearly financial statements of the Bank and the Group, as well as the annual financial statements, the notes to the annual financial statements and the management report prior to their approval by or submission to the board of directors and their publication, and to supervise the Bank's policy in relation to prospectuses and other forms of public information'.

Bankinter has a manual of accounting policies and financial reporting procedures (the "Manual of Accounting Policies"), which the board of directors approves on the recommendation of the audit committee.

According to article 5 of the regulations of the board of directors, among other responsibilities, the board of directors is responsible for *"determining the risk management and control policy, including tax risks, and supervision of the internal reporting and control systems". To this end, it approves the risk management and control policy, while regularly monitoring the internal reporting and control*

systems(...)", Section 11.6 of article 39 of the rules and regulations of the board of directors further provides that the audit committee has the duty of "supervising the efficacy of internal controls, internal auditing services at the Company and systems to control risks, so as to safeguard the independence and effectiveness of the internal audit function (...)."

The Bank's chief executive supervises the process of designing the internal control over financial reporting systems at Bankinter Group.

Meanwhile, the effective implementation of the systems of internal control over financial reporting is the direct responsibility of the Financial Control area, which was set up to ensure the reliability and transparency of the Bank's information. This is also the responsibility of the Finance area of the Bank and of each Group subsidiary, as well as the divisions of the areas that are involved in or otherwise impact the quality and reliability of the financial information used to draw up the Group's financial statements.

The audit committee addresses, among other matters, possible weaknesses in the control system, as well as the reliability and accuracy of the financial statements, in order to evaluate possible corrections, after receiving the necessary information and clarifications from the areas responsible for or otherwise involved in preparing such statements. When attempting to detect these weaknesses, the audit committee relies on the support of the Group's external auditor and the internal audit division, both of which verify the effectiveness of the system put in place to control the quality of financial information and detect possible deviations that might ultimately lead to material errors in such information.

Bankinter's board of directors is responsible for approving and reviewing, at the proposal of the sustainability and appointments committee, Bankinter Group's Corporate Governance Policy, the latest version of which was approved on 21 January 2026. This lays the foundations for the optimal structure and governance of both the Company and its Group in view of its multi-company structure and presence across various businesses and sectors. The policy also meets current demands and expectations of the Company and its Group in terms of its corporate purpose and interests.

The existing organisational structure of Bankinter Group seeks to ensure a sound internal control model for financial reporting.

At its meeting on 21 January 2026, the board of directors, on the recommendation of the audit committee, approved the Code of Professional Ethics for Bankinter Group employees, which sets the basic principles of action and rules of professional conduct that must govern the actions of all employees, managers and administrative bodies of Bankinter Group, and describes the procedures that guarantee compliance with these principles and rules of conduct. This Code, which the people management department is responsible for distributing and promoting, is available to all employees on the Intranet. The Code is also available on the Bankinter's corporate website (www.bankinter.com/webcorporativa). On 21 February 2015, the board of directors established the crime prevention and professional ethics committee to ensure compliance with the Code.

The Manual of Accounting Policies, approved by the board of directors on the recommendation of the audit committee, lays down the lines of responsibility and authority in the process of preparing financial information. It also sets out certain ethical principles applicable to all persons with accounting and financial reporting responsibilities and functions. This manual provides a detailed description of the ethical principles and the procedures to be observed when recording transactions and in the preparation and communication of financial information.

The core ethical principles are: independence, integrity, responsibility, professionalism, dedication and confidentiality.

General guidelines for conduct also provide that all transactions must be recorded in accordance with generally accepted accounting principles, specifically, in accordance with the applicable rules in the Manual of Accounting Policies.

Other direct responsibilities of employees with financial and accounting duties are the following:

- Maintain up-to-date knowledge of the accounting regulations and the policies and procedures of Bankinter Group, and perform their duties in accordance with them. Employees have the duty to request professional advice internally if they deem it necessary.
- Be on the alert for possible violations of Bankinter's financial and accounting policies that may be detected in financial reporting analyses and report them immediately.
- Communicate and report financial information in a fully transparent manner.
- Keep the documents supporting accounting records under custody, in accordance with Bankinter Group's policy.
- Immediately report any pressures from management to manipulate estimates and/or accounting valuations in order to alter financial results.

In addition, senior management with responsibility for financial reporting must:

- Ensure that all accounting employees have adequate professional experience and resources to perform their duties properly.
- Prevent and detect pressures to alter accounting valuations or estimates in order to wrongfully influence or alter financial results.
- Take the necessary measures to reasonably ensure that financial statements and communications on financial matters made by Bankinter are thorough and correct.
- Establish, specifically, measures to warn of:
 - i. Accounting records that improperly reflect the nature of the transaction.
 - ii. Pressure to produce incorrect accounting profit or loss.
 - iii. Resistance from persons or heads of processes with financial and accounting duties to avoid such processes being reviewed or audited.
 - iv. Existence of unreported funds or unrecorded assets or liabilities
 - v. Estimates of valuations, allowances, reserves, etc. not supported by facts and by proper documentation.

The Group has a confidential whistle-blowing channel in place, providing direct contact with the audit committee.

The existence of and access to this channel are made known to all members of the organisation so they may use it to report financial, accounting and other irregularities.

This channel is a channel of communication at Bankinter to receive complaints or reports on a confidential basis in connection with bad practices in financial and accounting matters that may be potentially significant for the company, protecting the identity of the whistle-blower. It was also created to preserve the Bankinter Group's corporate values, in addition to the mere personal liability for individual actions, and requires the commitment of employees to report, through their timely communication,

those situations which, while not related to their actions or area of responsibility, they consider to be ethically questionable in accordance with the content of the Code of Ethics.

Such reports shall be sent to an e-mail address provided for such purpose, and the recipient of such reports shall be the head of the Internal Audit division under the authority of the audit committee, or by writing to the head of the Internal Audit division, thus ensuring absolute and strict confidentiality both in the reporting process and in any investigation process. Reports are reviewed in the order in which they are received, provided they meet the requirements established in the procedures governing them.

Bankinter Group employees involved in the various processes for the preparation of financial information regularly participate in training and refresher programmes so as to allow them to perform their duties effectively.

Training plans for financial and accounting personnel are designed and approved by the finance areas of the Bank and its subsidiaries, as well as the various general divisions involved in drawing up the financial information. Such training plans are supervised and managed by the People Management Division.

21 financial reporting courses were given in 2025 in the banking activities area of the Group. A total of 1,075 training hours were given. The main areas receiving this training were:

- Analysis and financial planning
- General accounting
- Financial control
- Finance management

8.2 Assessment of financial reporting risks

The process for identifying risks on financial information is described and formalized in Bankinter Group's Manual of Accounting Policies, having taken into account operational, financial, technological and reputational risks, for the most part.

The control system over financial reporting must establish a balance between the effective level of control and the related cost. In line therewith, the Group's Manual of Accounting Policies establishes a process for the identification of risks in financial reporting that is designed following a standard of relative importance and taking into account all the reported and published financial reporting.

The risk identification system for financial reporting at Bankinter Group follows a "top down" process framed within the criteria of relative importance approved by the board of directors and culminating in the monitoring of the financial reporting risks including: Group companies and relevant processes and sub-processes.

The Financial Control area is responsible for checking, at least once a year, that the financial reporting risks it monitors have not undergone any significant change.

All business processes flagged as significant have been assigned a responsible area, which is in charge of documenting the process, identifying the associated risks and evaluating existing controls, while also establishing and implementing new controls if deemed necessary.

Both the procedures to identify financial information risks and the controls designed to control significant processes and activity take into account all the financial reporting objectives, following quantitative and qualitative materiality standards, focusing on the areas and processes carrying the greatest risk of fraud and error in estimates, and taking into account the principles of occurrence, integrity, breakdown and comparability. Specifically, the Manual of Accounting Policies sets out the following objectives:

- **Existence:** All assets (rights) and liabilities (obligations) recorded in the Bank's balance sheet exist, and the transactions posted have been made in the respective period.
- **Completeness:** Not only do they exist, but all assets and liabilities as of the end of the period covered by the balance sheet and the transactions made during the period are recorded.
- **Assessment:** The carrying amount of assets and liabilities, as well as revenues and expenses, have been determined in accordance with generally accepted principles.
- **Presentation:** The information is sufficient, adequate, and is correctly described and classified.

The finance division includes the Group's financial reporting function, which is tasked with determining the scope of consolidation of the Group.

The full consolidation procedure will be applied for the annual financial statements of subsidiaries. Accordingly, all significant balances and transactions made between consolidated institutions shall be eliminated in the consolidation process.

The profits and losses generated by entities that Bankinter Group may acquire during a reporting period will be consolidated based solely on the profits and losses they generated from the time they are acquired until the end of the relevant reporting period. Furthermore, the profits and losses generated by entities that Bankinter Group may sell in a year will be consolidated based solely on profits and losses generated from the beginning of relevant reporting period to date on which they are sold.

The proportional consolidation method will be applied in such processes for the financial statements of jointly controlled entities, with the exceptions provided in current accounting regulations. The equity method will be applied for Sister Companies (Entidades Asociadas).

Once the finance area is informed of the acquisition of a company in which Bankinter Group is a shareholder, its inclusion within the scope of consolidation is analysed and determined in the manner described above.

Note 13 to the annual consolidated financial statements includes important disclosures on investments in subsidiaries, jointly controlled entities and associates, as well as any changes in the scope of consolidation. The same note also includes information about the most significant acquisitions and disposals during the year. The finance area shall be responsible for reviewing, at least on an annual basis, whether there have been any changes in the risks identified in drawing up the consolidated financial statements and shall report any changes therein to the audit division.

The Group's Manual of Accounting Policies establishes standards for assessing significant influence and/or control, which are essential for deciding on consolidation and the consolidation method of the various associates and subsidiaries, and special purpose vehicles.

A detailed description of the main accounting policies, including those relating to the identification of Bankinter Group's scope, is provided in the notes to the financial statements.

The Bank monitors all the risks to which it is exposed, which includes an assessment of the financial reporting risks to which it is exposed. This evaluation is prepared taking into account, as a basic element to evaluate each process and the controls thereof, the existence of a valuation risk or the fact that management estimates are included in its calculation.

The board of directors, through the audit committee, is ultimately responsible for supervising the process, with the support of the Internal Audit division.

8.3 Financial reporting control activities

As already mentioned, in accordance with article 39 of the board regulations, the board of director's audit committee is responsible for: "ensuring the reliability and transparency of all internal and external information on the Bank's earnings and activities and, in particular, verifying the integrity and consistency of the Bank's and the Group's quarterly and half-yearly financial statements, as well as the annual financial statements, the notes to the financial statements and the management report, prior to their approval by or submission to the board of directors and subsequent release; and supervising the Bank's policy in relation to prospectuses for issuances and other forms of public information".

The audit committee, through the external auditor and the Internal Audit function, reviews the quarterly and half-yearly financial statements of both the Bank and its Group, as well as the annual financial statements, the notes to the financial statements and management report, prior to their approval.

The system of internal control over financial reporting (ICFR) at Bankinter focuses on ensuring the proper recognition, measurement, presentation and disclosure of transactions that are material and that may therefore affect the financial information. The Manual of Accounting Policies provides a detailed description of the categories of transactions covered and establishes the necessary procedures for the updating thereof.

All the Group's critical processes and activities that, because of their significance, could have an impact on financial reporting are documented in the Manual of Accounting Policies. Such documentation establishes the procedures and controls that must be observed at all times by employees responsible for them.

The accounting of the Bank and its subsidiaries is automated practically in its entirety and is triggered automatically by the recording of the transaction. For that reason, the ICSFI pays particular attention to manual accounting processes and to the launching of new products, operations or special operations.

As regards manual accounting operations, it should be noted that accounting through manual entries is limited to specialist users in the operations and accounting area, customer care area, BK Consumer Finance and life insurance and market risks. Most of the entries made are perfectly traceable, as they are recorded together with the user who made them and the description thereof.

New products and services released on the market or the beginning of a new activity, special transactions or any other event that has an impact on the financial statements must be recorded, from an accounting and tax perspective, to ensure that financial information is reliable and compliant with current accounting laws and regulations. In this sense, the finance and control area are advised by the implementing areas of the various initiatives, as are the operational areas, in order for them to review

and determine the applicable accounting policies, to determine the required accounting, inventory, and regulatory information and any other aspect having an impact on the financial statements.

Bankinter has a new product launching committee in order to put in place a strict mechanism of supervision and control, mainly for operational risks that might arise in the ordinary course of banking activities with customers and, in particular, with the approved launching of new products and services, adjusted business practices, established marketing policies and overseen business agreements with other entities or possible partners. It ensures that legal requirements envisaged in regulations and operational and reputational standards established by Bankinter are met.

In addition to first-level controls at the process and activity levels, second-level controls are performed in order to detect material errors that could affect financial information.

As regards the process for the closing of accounts and the review of litigation and significant estimates, valuations and projections, updates on this matter are made in accordance with the provisions of the Group's Manual of Accounting Policies, which are described in detail in the Group's legal report, and they are made by the areas specialising in each of the issues and checked by the finance area of the Bank or of each subsidiary, as the case may be.

In addition, in all quarterly closings, the results are reviewed by the audit committee, for ultimate approval by the board of directors. To perform these duties it draws on the relevant reviews and considerations of the financial control, internal audit and the external auditor.

8.4 Main characteristics of the process of drawing up financial information

i) Performance of analytical procedures that make it possible to assess aspects of the income statement, such as:

- Consistency of financial reporting with the performance and growth of Bankinter Group's business and of the wider financial system.
- Analytical procedures designed to identify unusual operations and items, which include:
 - Comparisons with income statements from previous periods.
 - Comparison of actual results with budgeted results where these have been defined.
 - Comparisons of income statement items with those expected based on the past experience of Bankinter Group and the financial system.
 - Effect of resolutions adopted by the shareholders at the annual general meeting, by the board of directors, etc., on the income statement.
- Meetings with senior officers responsible for financial and accounting matters in order to, based on the information obtained from the aforementioned analytical procedures, evaluate matters such as:
 - Whether the income statement was prepared in accordance with current accounting standards.
 - Changes that may have occurred in the activities of Bankinter Group or when implementing accounting standards.
 - Significant aspects relating to changes in activities, new products or new lines of business that may affect the income statement.
 - Statements concerning changes in the income statement and changes in certain line items, especially any unexpected or unusual changes.

- Information, documents and/or data obtained to assess the reasonableness of the representations made.

ii) Review and performance of calculations and comparisons of a similar nature.

The above procedures are applied based on the principle of materiality. Accordingly, the Bank does not analyse items or transactions that, given their low amounts relative to the Group's income statement, are not material for consideration by the audit committee, and those items whose changes are consistent with the changes seen in their underlying variables.

Furthermore, a system based on the key processes and controls identified to ensure the accuracy and reliability of monthly financial reporting is implemented.

The control system has been designed following quantitative and qualitative materiality standards, focusing on the areas and processes with the greatest risk (fraud, estimates, valuations, errors, etc.). All business processes identified as significant have been assigned a responsible area, which is in charge of documenting the process, identifying the risks thereof and evaluating existing controls, as well as of establishing and implementing new controls if deemed necessary.

The financial control and analysis area has designed an agile, dynamic and efficient system for controls established by those responsible for them.

The process is essentially as follows:

- On a monthly basis:

- Each of the areas and/or heads is sent a report with the controls that must be checked ahead of the close date for earnings and results.
- This report must be returned by the person responsible for such control, along with a status description, ahead of the final close date of the Bank's earnings and results. Several controls are performed at intervals that are different from those mentioned due to their respective types, since they would not have an impact on Bankinter's earnings.
- All this information is grouped and sent to the heads of the financial area for information and control of the situation prior to the closing of results of the current month, which will allow them to act to resolve possible incidents and/or circumstances, if any, that may have occurred, preventing an incorrect impact on results.

There are 341 controls in total at present (December 2025), the status of which during the period, as reported by those responsible for them, was favourable, as they were all reviewed and rated without significant qualifications.

- On an annual basis:

- A report sent to each area and/or manager with the processes and controls established by them for review.
- This report must be returned by the person responsible for such processes/controls validating, modifying and/or increasing all processes and/or controls that have been modified and/or altered which modify both the structure of the process and the control performed, achieving a dynamic control system.

8.4.1.- Internal control policies and procedures for financial reporting systems

Bankinter's information systems relating to the processes for preparing financial reporting, be it directly or indirectly, ensure at all times that financial reporting is properly prepared and published using a specific internal control system. Bankinter has an information security policy that sets out regulations to identify, develop and implement the necessary technical and organisational measures for guaranteeing the security of the information and information reporting systems, in accordance with technology risk analyses, good practices within the financial system and legal and contractual requirements to which Bankinter Group is bound.

In June 2017, the ISP was formalised as Bank Circular # 4323 at the request of the Bank's information security and business continuity committee (S&C committee). Following the Digital Operational Resilience Act (DORA) coming into effect in January 2025, the name of the committee was changed to the digital security, ICT risks and business continuity committee (SRC committee). In 2024, the document was revised, including the sections necessary to comply with the DORA regulations. This involved updating the composition and description of the duties of the lines of defence and refining the strategic objectives by adding the dimension of authentication security.

Bankinter has specific internal controls governing access to its applications and systems, based on a system of profiles adapted to the duties of each post. Application and reporting system access management is clearly established and standardised. Access is provided by the technical administration management department. Every year, usernames created in the main systems are reviewed to determine if they remain active. To perform these tasks, it has a cutting-edge tool in the market that allows control of IDs throughout the organisation to be centralised.

Bankinter has specific controls for data processing centres to ensure security. All user names authorised to access these centres are reviewed on a quarterly basis and recertified by managers, with the addition of a monthly check of the access log.

In 2024, the new technology risks and fraud division was created. This includes the business continuity and response area, which is tasked with drawing up and maintaining the Company's business continuity plan (BCP).

The BCP is divided into critical business processes, with each of these having a list of the resources necessary for their operations (human resources, material resources, technological resources, supplier dependence, etc.). In December 2024, a new value was set for the "Criticality" threshold for recovery time (RTO), which was reduced from 24 hours to 8 hours downtime. The resources are covered by disaster recovery strategies framed in four unavailability scenarios (unavailability of information systems, unavailability of human resources, unavailability of facilities and unavailability of services provided by suppliers).

Data and IT systems can be recovered in the event of a contingency with as little data loss as possible thanks to this measure. Tests are performed at least annually to check that it is functioning properly. Bankinter's BCP is ISO 22301:2019 certified, which involves direct performance of contingency testing.

8.4.2.- Internal control policies and procedures for overseeing the management of outsourced activities, and the engagement of independent experts for appraisal, calculation or valuation services, when these may have a material impact on the financial statements

As a general rule, it is the Bank's policy not to outsource any activity that is considered significant because of its impact on financial reporting. Almost no valuation processes, lawsuits or calculations to be made for the preparation and publication of the financial statements have been outsourced.

Outsourcing of activities is always supported by a service level agreement (SLA) that clearly sets out the services provided and the required service quality levels, in accordance with the DORA Directive and the Bankinter Group's outsourcing policy.

The Group's outsourced processes and procedures can be audited and are subject to a centralised supervision and control model. This supervision is exercised by the Risk Control and Validation Unit, in its role as second line of defence, with responsibility for overall monitoring and operational control of outsourcing, as well as evaluating the effectiveness of the general control framework of the outsourced services. Likewise, the board of directors conducts periodic audits with the aim of verifying the suitability of the services provided and the effectiveness of the controls implemented, in accordance with the provisions of the Outsourcing Policy.

On 16 December 2015, Bankinter's board of directors approved an Outsourcing Policy, which was updated by the board on 17 December 2025. This policy establishes the principles, the services that may be outsourced, the officers responsible for outsourcing, limitations and the outsourcing procedure. The Outsourcing Policy was updated every year from 2019 to 2025 by Bankinter's board of directors, at the proposal of the audit committee or the risk and compliance committee.

In addition, Bankinter's board of directors approved the supplier code of conduct, on the recommendation of the audit committee, on 24 January 2018.

8.5 Information and communication

8.5.1.- Specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation

The Finance area works alongside the Audit area in ensuring the quality, transparency and timeliness of the separate financial information of Bankinter and the consolidated financial information of Bankinter Group, in accordance with appropriate accounting methods.

In order to achieve these basic financial reporting objectives, it has been deemed necessary to formally set up a specific function tasked with developing and updating Bankinter's accounting policies, while resolving all queries or conflicts arising from the interpretation of accounting laws and regulations.

This function is assumed by the financial reporting department, which is responsible for resolving any conflict of interest that may arise among the various areas and divisions of the Bank, and for deciding how to include or interpret the financial information in the reports that must be drawn up, in accordance with applicable law and regulations and the accounting principles and policies set out in the Manual of Accounting Policies, and for submitting any significant changes of criteria to the audit committee for

approval. The Manual of Accounting Policies is updated annually. If there are substantial changes in prevailing legislation, it must be updated immediately.

8.5.2.- Measures for capturing and preparing financial information

Bankinter Group's systems are fully integrated for the most part. Once transactions are recognised, they are automatically recorded in accounting records and inventories are updated accordingly.

The automated accounting is parametrised and defined following review and verification, by the accounting definition department (part of the Finance area) so as to ensure compliance with applicable laws and regulations and with the Group's own accounting policies.

The consolidation of the Group's financial statements is a fully automated process that is based on the use of a standard tool that is fully integrated within the internal systems.

All the subsidiaries included within the Bankinter Group scope report their financial statements to the Finance area of the parent company on a monthly basis in accordance with the Group's accounting plan.

The Hyperion tool, which standardises and harmonises accounting information and consolidation of the perimeter of the consolidated Group, is used for accounting consolidation purposes.

8.6 Supervision of the functioning of the system

8.6.1 Supervision of ICFR and scope

Pursuant to the rules and regulations of the board of directors of Bankinter, S.A., the internal audit division reports to the audit committee but is functionally attached to the non-executive chairman of the board of directors, thus ensuring the independence, autonomy and Group-wide remit of the Internal Audit function.

In accordance with the corporate by-laws, the rules and regulations of the board of directors and the committee's own rules and regulations, the remit of the audit committee includes: supervising and controlling the Company's operations and the accuracy, objectivity and transparency of its accounting records; supervising the process of drawing up and the integrity of financial information and the internal control systems, ensuring compliance with regulatory requirements and the correct application of accounting rules and standards. It also has the duty to promote and periodically review the sound operation of adequate internal control systems to ensure the proper management of Company risks; and to verify the integrity and consistency of the quarterly and half-yearly financial statements of the Bank and the Group, and the annual financial statements, notes to the financial statements and management report prior to their approval by or submission to the board of directors and their eventual release.

Significantly, internal audit presents the audit committee with a quarterly report verifying the accuracy of Bankinter Group's consolidated income statement, with the support of the external auditor. The same applies to the half-yearly report on the income statement.

In accordance with the internal audit charter, which was approved by the audit committee, internal audit is responsible for assessing the effectiveness of risk management and control, internal control, regulatory compliance and corporate governance processes, providing added value and flagging any changes that need to be made, while recommending operational and organisational improvements. One of its main

functions is to provide added value for the management bodies and other areas of the organisation with control functions, so as to further improve and consolidate the internal control system, control activities and procedures applied, without prejudice to the independence and autonomy of the internal audit function.

In relation to the internal control over financial reporting (ICFR) system, the rules and regulations of the audit committee of Bankinter, the current text of which was approved in May 2022 by the board of directors, state that the committee's remit also includes supervising the effectiveness of the Company's internal control, knowing, understanding and supervising the effectiveness of the ICFR system and discussing with the auditor any significant weaknesses in the internal control system.

The audit plan of Bankinter Group's internal audit function envisions a Group-wide review and audit of ICFR over a three-year period. The 2026 audit plan, which includes a review of controls of the internal control over financial reporting (ICFR) system, was approved by the audit committee at a meeting held in December 2025.

In December 2025, the audit report for the review of the internal control over financial reporting system (ICFR) was issued, carried out based on the three-year review plan (2025-2027) prepared by means of an audit, which focused on the review of the design, implementation and monitoring of a sample of the controls included within the ICFR to evaluate their effectiveness.

The report concludes that the control carried out on financial reporting is generally correct, since both the execution and the supervision are carried out in accordance with the established and documented protocols and procedures and are also reported in an appropriate manner. The audit revealed that the tool lacked certain flowcharts for the new controls implemented in 2025 in Ireland and Luxembourg. Two findings were issued that were finalised during the issuance of the report.

The findings of the review process have been reported to Bankinter Group's management team and submitted to the Group's audit committee. The observations arising from the audit are to be monitored closely in accordance with internal rules and regulations. A monthly follow-up report on the status of the observations and recommendations given as a result of both external and internal audit reports is made available to all audit committee members on the director website.

8.6.2.- Discussion procedure for significant weaknesses encountered and action plan

The rules and regulations of the board of directors state that the remit of the audit committee includes discussing with the auditors any significant weaknesses they may have detected in the internal control system when conducting their audit. It also states that the external auditors shall attend meetings of the audit committee whenever the committee's chairman sees fit to invite them. They must always attend any meeting held to scrutinise their audit report on the Bank and the Group's annual and half-yearly financial statements and annual control report, as well as any other meetings that may be held to verify earnings before the relevant reports are released.

In accordance with the law and the rules and regulations of the board of directors, the audit committee shall also: serve as a channel of communication between the board of directors and the external and internal auditors; evaluate the results of audit reports and compliance with the qualifications and conclusions found therein; and discuss with the auditors any significant weaknesses they may have detected in the internal control system when conducting their audit.

The regulations of the audit committee of Bankinter also state that the committee shall supervise internal audit, monitoring, among other things, the appropriateness of the conclusions reached by internal audit, the sound implementation of action plans in a timely manner and timely reporting to the audit committee on progress.

We would highlight that the action plans put in place to address the findings and recommendations given by both the internal and external auditor are subject to strict oversight and monitoring in accordance with the Internal Circular on Internal Audit Reports, the latest version of which was approved by the audit committee at its meeting of 21 October 2024. This Circular contains the general framework governing the management process for reports issued by Bankinter Group's internal audit function and the observations and recommendations included in those reports, as well as the binding action plans rolled out to mitigate the risks observed.

8.7 Other relevant information: review by the auditor of information about the ICFR model

Audit firm PricewaterhouseCoopers Auditores, S.L., as auditor of the financial statements of the Bank and of Bankinter Group, conducts an annual review of the information sent to the market through the financial reporting system model described above. Attached hereto is the report of the auditor titled "Information relating to the Internal Control over Financial Reporting (ICFR) System" of Bankinter Group for 2025.

9. OTHER ADDITIONAL INFORMATION

This annual corporate governance report was approved by the board of directors of the Company on the recommendation of the sustainability and appointments committee at its meeting held on 18/02/2026.

State whether any directors voted against or abstained from voting on this report.

Yes

No

Table of cross references between the report and sections of the annual corporate governance report using the CNMV template.

Section in the CNMV template	Included in the statistical model	Line item in this report
A. OWNERSHIP STRUCTURE		
A.1	YES	2.1 Share capital
A.2	YES	2.2 Distribution of share capital by shareholder category
A.3	YES	2.2 Distribution of share capital by shareholder category
A.4	NO	2.4 Shareholders' agreements and other disclosure regarding relationships among shareholders.
A.5	NO	2.4 Shareholders' agreements and other disclosure regarding relationships among shareholders.
A.6	NO	4.2 Diversity in the board of directors
A.7	YES	2.4 Shareholders' agreements and other disclosure regarding relationships among shareholders.
A.8	YES	2.2 Distribution of share capital by shareholder category
A.9	YES	2.2 Distribution of share capital by shareholder category
A.10	NO	2.2 Distribution of share capital by shareholder category
A.11	YES	2.2 Distribution of share capital by shareholder category
A.12	NO	2.1 Share capital / 3.2 Shareholder rights
A.13	NO	2.1 Share capital / 3.2 Shareholder rights
A.14	YES	2.1 Share capital
B. GENERAL MEETING		
B.1	NO	3.4 Annual General Meeting
B.2	NO	3.4 Annual General Meeting
B.3	NO	3.4 Annual General Meeting
B.4	YES	3.4 Annual General Meeting

B.5	YES	3.4 Annual General Meeting
B.6	YES	3.4 Annual General Meeting
B.7	NO	3.4 Annual General Meeting
B.8	NO	3.2 Shareholder rights
C. STRUCTURE OF THE COMPANY'S ADMINISTRATION		
C.1 Board of directors		
C.1.1	YES	4.1 Composition of the board of directors
C.1.2	YES	4.1 Composition of the board of directors
C.1.3	YES	4.1 Composition of the board of directors/4.2 Diversity in the board of directors
C.1.4	YES	4.2 Diversity in the board of directors
C.1.5	NO	4.2 Diversity in the board of directors
C.1.6	NO	4.2 Diversity in the board of directors
C.1.7	NO	4.2. Diversity in the board of directors/4.4. Director Succession and Selection Policy/4.5. Appointment, re-election and removal of directors
C.1.8	NO	4.1 Composition of the board of directors
C.1.9	NO	2.5 Current proxy agreements adopted by the Annual General Meeting in relation to share capital
C.1.10	NO	4.2 Diversity in the board of directors
C.1.11	YES	4.2 Diversity in the board of directors
C.1.12	YES	4.2 Diversity in the board of directors
C.1.13	YES	4.12 Remuneration received by the board of directors as a whole
C.1.14	YES	5.1- Members of senior management (excluding executive directors)/5.2 Total remuneration of senior management
C.1.15	YES	4.3 Rules and regulations of the board of directors
C.1.16	NO	4.4.- Director Selection and Succession Policy/4.5.- Appointment, re-election and removal of directors
C.1.17	NO	4.11 Evaluation of the board and its committees
C.1.18	NO	4.11 Evaluation of the board and its committees
C.1.19	NO	4.5 Appointment, re-election and removal of directors
C.1.20	NO	4.7.- Preparation and conduct of board meetings
C.1.21	YES	4.4 Director Selection and Succession Policy
C.1.22	NO	4.5 Appointment, re-election and removal of directors
C.1.23	YES	4.1 Composition of the board of directors
C.1.24	NO	4.7.- Preparation and conduct of board meetings

C.1.25	YES	4.10 Director attendance
C.1.26	YES	4.10 Director attendance
C.1.27	YES	4.13.- Audit
C.1.28	NO	4.13. Audit / 8. INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) SYSTEM.
C.1.29	YES	4.1. Composition of the board of directors
C.1.30	NO	4.13 Audit
C.1.31	YES	4.13.- Audit
C.1.32	YES	4.13.- Audit
C.1.33	YES	4.13.- Audit
C.1.34	YES	4.13.- Audit
C.1.35	YES	4.7.- Preparation and conduct of board meetings
C.1.36	NO	4.5 Appointment, re-election and removal of directors
C.1.37	NO	n/a
C.1.38	NO	n/a
C.1.39	YES	4.1. Composition of the board of directors/ 5. Senior management
C.2 Board committees		
C.2.1	YES	4.8.- Board committees
C.2.2	YES	4.2 Diversity in the board of directors
C.2.3	NO	4.8.- Board committees
D. RELATED PARTY AND INTRAGROUP TRANSACTIONS		
D.1	NO	6. Related party and intragroup transactions
D.2	YES	6. Related party and intragroup transactions
D.3	YES	6. Related party and intragroup transactions
D.4	YES	6. Related party and intragroup transactions
D.5	YES	6. Related party and intragroup transactions
D.6	NO	6. Related party and intragroup transactions
D.7	NO	6. Related party and intragroup transactions
E. RISK MANAGEMENT AND CONTROL SYSTEMS		
E.1	NO	7.- Risk management and control system/7.2.- Three-line defence model
E.2	NO	7.1.- Governance
E.3	NO	7. Risk Management and Control Systems
E.4	NO	7.1.- Governance

E.5	NO	7.3.- Materialisation of risks during the 2025 financial year and response and supervision plans for the main risks of Bankinter and its Group.
E.6	NO	7.3.- Materialisation of risks during the 2025 financial year and response and supervision plans for the main risks of Bankinter and its Group.
F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATING TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)		
F.1	NO	8.1 The entity's control environment in relation to financial reporting
F.2	NO	8.2 Assessment of financial reporting risks
F.3	NO	8.3 Financial reporting control activities
F.4	NO	8.4 Main characteristics of the process of drawing up financial information
F.5	NO	8.5 Information and communication
F.6	NO	8.6 Supervision of the functioning of the system
F.7	NO	8.7 Other relevant information: review by the auditor of information about the ICFR model
G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS		9. Other additional information

DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors and the market in general have enough information to assess the company's conduct. General explanations are not acceptable.

1. That the articles of incorporation of listed companies should not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.

Complies

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:

- a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.
- b) The mechanisms in place to resolve any conflicts of interest that may arise.

Not applicable

3. During the annual general meeting the chairman of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report.
 - a) Changes taking place since the previous annual general meeting.
 - b) The specific reasons for the company not following a given Good Governance Code recommendation, and any alternative procedures followed in its stead.

Complies

4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

Complies

5. That the board of directors should not submit to the Annual General Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities with the exclusion of preemptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that whenever the board of directors approves any issue of shares or convertible securities with the exclusion of preemptive rights, the company should immediately publish the reports referred to by company law on its website.

Complies

6. That listed companies that prepare the reports listed below, whether under a legal obligation or voluntarily, should publish them on their website with sufficient time before the Annual General Meeting, even if their publication is not mandatory:
 - a) Report on the auditor's independence.
 - b) Reports on the workings of the audit and nomination and remuneration committees.
 - c) Report by the audit committee on related party transactions

Complies

7. That the company should transmit in real time, through its website, the proceedings of the Annual General Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies

8. That the audit committee should ensure that the financial statements submitted to the Annual General Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the audit committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other board proposals and reports.

Complies

9. That the company should permanently publish on its website the requirements and procedures for certification of share ownership, the right of attendance at the Annual General Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies

10. That when a duly authenticated shareholder has exercised his or her right to complete the agenda or to make new proposals for resolutions in advance of the Annual General Meeting, the company:

- a) Should immediately distribute such complementary points and new proposals for resolutions.
- b) Should publish the attendance, proxy and remote voting card specimen with the necessary changes such that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.
- c) Should submit all these points or alternative proposals to a vote and apply the same voting rules to them as to those formulated by the Board of Directors including, in particular, assumptions or default positions regarding votes for or against.
- d) That after the General Shareholders' Meeting, a breakdown of the voting on said additions or alternative proposals be communicated.

Complies

11. That if the company intends to pay premiums for attending the Annual General Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Not applicable

12. That the board of directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximising the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies

13. That the board of directors should be of an appropriate size to perform its duties effectively and in a collegial manner, which makes it advisable for it to have between five and fifteen members.

Complies

14. That the board of directors should approve a policy aimed at favouring an appropriate composition of the board and that:

- a) Is concrete and verifiable;
- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
- c) Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior managers favour gender diversity.

That the result of the prior analysis of the skills required by the board of directors be contained in the supporting report from the nomination committee published upon calling the Annual General Meeting to which the ratification, appointment or re-election of each director is submitted. The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Complies

15. That proprietary and independent directors should constitute a substantial majority of the board of directors and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors should represent at least 40% of the members of the board of directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Complies

Following the amendment of recommendation 15 of the Good Governance Code of Listed Companies in 2020, and considering the size of Bankinter's Board of Directors, the Sustainability and

Appointments Committee proposed to the Board of Directors a new target for the representation for women (currently the least represented gender) on the Board of at least 40% by the end of 2022, in line with this recommendation. Bankinter has again delivered this target early, as 45.5% of its Board members have been women since April 2021.

The percentage of women on the Board of Directors at the end of 2025 financial year and the date of this Report is 58% (7 women).

Bankinter is the only company in the IBEX35 with two women in its main administration and management roles (non-executive chair of the board of directors and chief executive officer). The rest of the directors (5) are independent external directors.

Section 4.2 of this report shows changes in the number of female directors sitting on Bankinter's Board of Directors, as well as the category of each.

16. That the number of proprietary directors as a percentage of the total number of nonexecutive directors not be greater than the proportion of the company's share capital represented by those directors and the rest of the capital.

This criterion may be relaxed:

- a) In large-cap companies where very few shareholdings are legally considered significant.
- b) In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.

Complies

17. That the number of independent directors should represent at least half of the total number of directors.

That, however, when the company does not have a high level of market capitalisation or in the event that it is a large-cap company with one shareholder or a group of shareholders acting in concert who together control more than 30% of the company's share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies

18. That companies should publish the following information on its directors on their website, and keep it up to date:

- a) Background and professional experience.
- b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.
- c) Statement of the director category to which they belong, in the case of proprietary directors indicating the shareholder they represent or are related thereto.
- d) Dates of their first appointment as a board member and subsequent re-elections.
- e) Company shares and share options that they own.

Complies

19. That the annual corporate governance report, after verification by the nomination committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the board were not honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.

Complies

20. That proprietary directors representing significant shareholders should resign from the board when the shareholder they represent disposes of its entire shareholding. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Complies

21. That the board of directors should not propose the dismissal of any independent director before the completion of the director's term provided for in the articles of incorporation unless the board of directors finds just cause and a prior report has been prepared by the nomination committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties inherent to his or her post as a director, fails to complete the tasks inherent to his or her post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or other similar corporate transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the board are the result of application of the proportionate representation criterion provided in Recommendation 16.

Complies

22. That companies should establish rules requiring that directors inform the board of directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies

23. That all directors clearly express their opposition when they consider any proposal submitted to the board of directors to be against the company's interests. This particularly applies to independent

directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the board of directors.

Furthermore, when the board of directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the board of directors, even if he or she is not a director.

Complies

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the board of directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies

25. That the nomination committee should make sure that non-executive directors have sufficient time available in order to properly perform their duties.

And that the Board regulations establish the maximum number of company Boards on which directors may sit.

Complies

26. That the board of directors meet frequently enough to be able to effectively perform its duties, and at least eight times per year, following a schedule of dates and agendas established at the beginning of the year and allowing each director individually to propose other items that do not originally appear on the agenda.

Complies

27. That director absences occur only when absolutely necessary and be quantified in the annual corporate governance report. And when absences do occur, that the director appoint a proxy with instructions.

Complies

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the board of directors, such concerns should be included in the minutes at the request of the director expressing them.

Complies

29. That the company should establish adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advisory at the company's expense.

Complies

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances make this advisable.

Complies

31. That the agenda for meetings should clearly indicate those matters on which the board of directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, in exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the board of directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies

32. That directors be periodically informed of changes in shareholding and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies

33. That the chairman, as the person responsible for the efficient workings of the board of directors, in addition to carrying out the duties assigned by law and the articles of incorporation, should prepare and submit to the board of directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the board as well as, if applicable, the chief executive of the company, should be responsible for leading the board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances make this advisable.

Complies

34. That when there is a coordinating director, the articles of incorporation or Board regulations should confer upon him or her the following powers in addition to those conferred by law: to chair the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; to reflect the concerns of non-executive directors; to liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and to coordinate a succession plan for the chairman.

Partially Complies

Although the Chair of the Board of Directors is not an executive, on 21 March 2024, the Board of Directors of Bankinter agreed to appoint a lead director from among its independent directors, assigning her, among others, the functions set forth in Article 31 of the Board Regulations. The Board of Directors of Bankinter, through the Sustainability and Appointments Committee, is informed of the views of investors and shareholders, particularly in relation to the company's corporate governance.

35. That the secretary of the board of directors should pay special attention to ensure that the activities and decisions of the board of directors take into account such recommendations regarding good governance contained in this Good Governance Code as may be applicable to the company.

Complies

36. That the board of directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the board of directors' work.
- b) The workings and composition of its committees.
- c) Diversity in the composition and skills of the Board of Directors.
- d) Performance of the chairman of the Board of Directors and of the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the board of directors will take a report from the committees themselves as a starting point and for the evaluation of the board, a report from the nomination committee.

Every three years, the board of directors will rely for its evaluation upon the assistance of an external advisor, whose independence shall be verified by the nomination committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group must be specified in the annual corporate governance report.

The process and the areas evaluated must be described in the annual corporate governance report.

Complies

37. That if there is an executive committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the board.

Complies

38. That the board of directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the board of directors receive a copy of the minutes of meetings of the executive committee.

Complies

39. That the members of the audit committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies

40. That under the supervision of the audit committee, there should be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the board or of the audit committee.

Complies

41. That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.

Complies

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

- a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational, technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.
- b) Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.
- c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.
- d) Generally ensuring that internal control policies and systems are effectively applied in practice.

2. With regard to the external auditor:

- a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.
- b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.

- c) Ensure sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d) Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.
- e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Complies

43. That the audit committee be able to require the presence of any employee or manager of the company, even stipulating that he or she appear without the presence of any other member of management.

Complies

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draw up a prior report to the board of directors on the economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies

45. That the risk management and control policy identify or determine, as a minimum:

- i. The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.
- ii. A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.
- iii. The level of risk that the company considers to be acceptable.
- iv. Measures in place to mitigate the impact of the risks identified in the event that they should materialised.
- v. Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the board of directors, an internal risk control and management function should exist, performed by an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensuring the proper functioning of the risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.
- b) Actively participating in drawing up the risk strategy and in important decisions regarding risk management.

- c) Ensuring that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.

Complies

47. That in designating the members of the nomination and remuneration committee – or of the nomination committee and the remuneration committee if they are separate – care be taken to ensure that they have the knowledge, aptitudes and experience appropriate to the functions that they are called upon to perform and that the majority of said members are independent directors.

Complies

48. That large-cap companies have separate nomination and remuneration committees.

Complies

49. That the nomination committee consult with the chairman of the board of directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director be able to ask the nomination committee to consider potential candidates that he or she considers suitable to fill a vacancy on the board of directors.

Complies

50. That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Proposing the basic conditions of employment for senior management to the board of directors.
- b) Verifying compliance with the company's remuneration policy.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company's other directors and senior managers.
- d) Making sure that potential conflicts of interest do not undermine the independence of external advisory given to the committee.
- e) Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.

Complies

51. That the remuneration committee should consult with the chairman and the chief executive of the company, especially on matters relating to executive directors and senior management.

Complies

52. That the rules regarding the composition and workings of the supervision and control committees should appear in the regulations of the board of directors and that they should be consistent with

those applying to legally mandatory committees in accordance with the foregoing recommendations, including:

- a) That they be composed exclusively of non-executive directors, with a majority of independent directors.
- b) That their chairpersons be independent directors.
- c) That the board of directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and require them to render account of their activities and of the work performed in the first plenary session of the board of directors held after each committee meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and their minutes be made available to all directors.

Complies

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the board of directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the board of directors, in the exercise of its powers of self-organisation, may have decided to create. And that such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.

Complies

54. The minimum functions referred to in the foregoing recommendation are the following:
- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
 - b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.
 - c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.
 - d) Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.

e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies

55. That environmental and social sustainability policies identify and include at least the following:

a) The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct.

b) Means or systems for monitoring compliance with these policies, their associated risks, and management.

c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.

d) Channels of communication, participation and dialogue with stakeholders.

Complies

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies

57. That only executive directors should receive variable remuneration linked to corporate results and personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments referenced to the share price and long-term savings plans such as pension plans, retirement schemes or other provident schemes.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The foregoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition.

Complies

58. That as regards variable remuneration, remuneration policies should incorporate the necessary limits and technical safeguards to ensure that such remuneration is in line with the professional performance of its beneficiaries and not based solely on general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk incurred to achieve a given result.

b) Promote the sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with the company's rules and internal operating procedures and with its risk management and control policies.

c) Are based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess its contribution to the sustainable creation of value, such that the elements used to measure performance are not associated only with one-off, occasional or extraordinary events.

Complies

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies

60. That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies

61. That a material portion of executive directors' variable remuneration be linked to the delivery of shares or financial instruments referenced to the share price.

Complies

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The forgoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favourable assessment by the nomination and remuneration committee, to deal with such extraordinary situations as may arise and so require.

Complies

Under regulations applicable to credit institutions, clauses for the deferral (for five years in 2025) of payment are applied to variable remuneration of executive directors, payment in shares (of at least 50% of variable remuneration), ex-post adjustments to remuneration and withholding and balancing periods with respect to fixed remuneration.

And Bankinter's executive directors have a net economic exposure for an amount that exceeds twice the amount of their fixed annual remuneration in 2025 through the ownership of shares, options or other instruments.

63. That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies

64. That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies

The severance payments for the executive Vice-chairman and the chief executive officer set out in their contracts with Bankinter apply solely to cases similar to those defined in the Workers' Statute for ordinary employment relations. They feature a severance limit that may not, under any circumstances, exceed the limit set in labour regulations for all Bankinter employees. Pursuant to best corporate governance practices, severance payments shall not exceed twice the amount of total annual remuneration. No severance payments of any kind have been established for the non-executive Chair and the other directors in the event of termination for any reason.

In any case, there is no right to receive severance payments relating to changes of ownership of the Entity.

Since this is not a provision for severance payments on termination of the relationship that links the director with the bank in any of the cases in section C.1.39, as expressly referenced in this recommendation, it is stated, both in this recommendation and in the aforementioned section, that a post-contractual non-competition commitment is only included in the CEO's contract, for a period of 18 months starting from the date of termination of the commercial contract, whereby the CEO undertakes not to carry out work activities or provide professional services, on their own behalf or on behalf of others, that coincide with those of the Bank or companies in its Group. Compensation for the non-competition clause consists of a sum equal to 50% of the last total annual fixed remuneration approved by the board of directors, which will be paid once the 18-month period has elapsed. This is compensation for the assumption of obligations that arise specifically once that relationship has been ended and where compensation is envisaged at the end of the non-competition period.

Only the current chief executive officer, Gloria Ortiz Portero, benefits from contributions to a pension scheme. Ms Ortiz has, at present, accrued unvested rights from contributions from her previous position as a member of the senior management of Bankinter. However, these rights will not vest at

the time of termination of the contractual relationship between Ms Ortiz and the Company as the chief executive officer. These rights will only vest when one of the contingencies specifically provided for under the policy and regulations of the Bankinter senior management pension scheme is met: reaching normal retirement age, death or disability. Vesting of these rights will not be triggered by termination of the relationship, whatever the cause.

As indicated in the directors remuneration report, in the case of the previous chief executive officer and current non-executive chair of the board, María Dolores Dancausa Treviño, who has reached the normal retirement age, the amounts accumulated during the years in which she served as chief executive officer (2010 to 2024) have now vested, with the exception of those subject to requirements for verification that "malus" and "clawback" clauses are not applicable and others provided for in the rules and regulations of the supplementary pension scheme.

Indicate whether any director voted against or abstained from approving this report.

No

I declare that the details included in this statistical annex coincide and are consistent with the descriptions and details included in the annual corporate governance report published by the company.